Final Terms dated 11 July 2011

**TOTAL CAPITAL CANADA LTD.**

**Issue of SEK 600,000,000 3.625 per cent. Notes due 2016 (the "Notes") unconditionally and irrevocably guaranteed by Total S.A. under the €20,000,000,000 Euro Medium Term Note Programme**

## PART A - CONTRACTUAL TERMS

The Debt Issuance Programme Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (the "**Prospectus Directive**", as amended by Directive 2010/73/EC (the "**2010 PD Amending Directive**")), to the extent that such amendments have been implemented in the relevant member state) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer of the Notes may only do so:

(i) in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or

(ii) in those Public Offer Jurisdictions mentioned in Paragraph 38 of Part A below, provided that such person is one of the persons mentioned in Paragraph 38 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

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 17 June 2011 which received visa no. 11-235 from the *Autorité des marchés financiers* (the "**AMF**") on 17 June 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive, as amended by the 2010 PD Amending 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 on the website of the AMF (http://www.amf-france.org) and during normal business hours at the offices of the Fiscal Agent and each of the Paying Agents and copies may be obtained from the offices of the Fiscal Agent and each of the Paying Agents.

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| 1 | (i) Issuer: | Total Capital Canada Ltd. |
| | (ii) Guarantor: | Total S.A. |
| 2 | (i) Series Number: | S69-1 |
| | (ii) Tranche Number: | 1 |
| 3 | Specified Currency or Currencies: | Swedish Krona ("**SEK**") |
| 4 | Aggregate Nominal Amount: | |
| | (i) Series: | SEK 600,000,000 |
| | (ii) Tranche: | SEK 600,000,000 |
| 5 | Issue Price: | 101.423 per cent. of the Aggregate Nominal Amount |
| 6 | (i) Specified Denomination: | SEK 10,000 |
| | (ii) Calculation Amount: | SEK 10,000 |
| 7 | (i) Issue Date: | 13 July 2011 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8 | Maturity Date: | 13 July 2016 |
| 9 | Interest Basis: | 3.625 per cent. per annum Fixed Rate (further particulars specified below) |
| 10 | Redemption/Payment Basis: | Redemption at par |
| 11 | Change of Interest or Redemption/Payment 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 Resolution of the Issuer dated 17 June 2011 and of the Guarantor dated 10 February 2011 |
| 14 | Method of distribution: | Syndicated |
| **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE** | | |
| 15 | **Fixed Rate Note Provisions** | Applicable |
| | (i) Rate of Interest: | 3.625 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Date(s): | 13 July in each year, commencing on 13 July 2012, up to and including the Maturity Date |
| | (iii) Fixed Coupon Amount: | SEK 362.50 per Calculation Amount |
| | (iv) Broken Amount: | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | 13 July in each year |
| | (vii) Other terms relating to the method of calculating interest for Fixed Rate | Not Applicable |

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| | Notes: | |
| | (viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not Applicable |
| 16 | **Floating Rate Note Provisions** | Not Applicable |
| 17 | **Zero Coupon Note Provisions** | Not Applicable |
| 18 | **Index-Linked Interest Note/other variable-linked interest Note Provisions** | Not Applicable |
| 19 | **Dual Currency Note Provisions** | Not Applicable |
| **PROVISIONS RELATING TO REDEMPTION** | | |
| 20 | **Call Option** | Not Applicable |
| 21 | **Put Option** | Not Applicable |
| 22 | **Final Redemption Amount of each Note** | SEK 10,000 per Calculation Amount |
| 23 | **Early Redemption Amount** | SEK 10,000 per Calculation Amount |
| | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | |
| **GENERAL PROVISIONS APPLICABLE TO THE NOTES** | | |
| 24 | Form of Notes: | **Bearer Notes**<br>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 |
| 25 | New Global Note: | No |
| 26 | Financial Centre(s) or other special provisions relating to payment dates: | London, Stockholm, TARGET |
| 27 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28 | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 29 | Details relating to Instalment Notes: amount | Not Applicable |

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| | of each instalment, date on which each payment is to be made: | |
| 30 | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 31 | Consolidation provisions: | Not Applicable |
| 32 | Payments in a currency other than a Specified Currency | Not Applicable |
| 33 | Other final terms: | Not Applicable |
| **DISTRIBUTION** | | |
| 34 | (i) If syndicated, names and addresses of Managers and underwriting commitments: | **<u>JOINT LEAD MANAGERS</u>**<br>**DAIWA CAPITAL MARKETS EUROPE LIMITED**<br>5 King William Street<br>London EC4N 7AX<br>United Kingdom<br>*SEK 270,000,000 Underwriting Commitment*<br><br>**DEUTSCHE BANK AG, LONDON BRANCH**<br>Winchester House<br>1 Great Winchester Street<br>London EC2N 2DB<br>United Kingdom<br>*SEK 270,000,000 Underwriting Commitment*<br><br>**<u>CO-LEAD MANAGERS</u>**<br><br>**BANK VONTOBEL AG, ZURICH**<br>Bahnhofstrasse 3<br>8022 Zurich<br>Switzerland<br>*SEK 10,000,000 Underwriting Commitment*<br><br>**FORTIS BANK NV/SA**<br>Montagne du Parc 3<br>B-1000 Brussels<br>Belgium<br>*SEK 10,000,000 Underwriting Commitment*<br><br>**KBC BANK NV**<br>Havenlaan 12<br>GKD / 8742<br>B-1080 Brussels<br>Belguim<br>*SEK 10,000,000 Underwriting Commitment* |

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| | | **ROYAL BANK OF CANADA EUROPE LIMITED**<br>71 Queen Victoria Street<br>London EC4V 4DE<br>United Kingdom<br>*SEK 10,000,000 Underwriting Commitment*<br><br>**THE TORONTO-DOMINION BANK**<br>60 Threadneedle Street<br>London EC2R 8AP<br>United Kingdom<br>*SEK 10,000,000 Underwriting Commitment*<br><br>**ZURICH CANTONALBANK**<br>Josefstrasse 222<br>8005 Zurich<br>Switzerland<br>*SEK 10,000,000 Underwriting Commitment* |
| | (ii) Date of Subscription Agreement: | 11 July 2011 |
| | (iii) Stabilising Manager(s) (if any): | Not Applicable |
| 35 | If non-syndicated, name and address of Dealer: | Not Applicable |
| 36 | Total commission and concession: | 1.875 per cent. of the Aggregate Nominal Amount (consisting of 1.625 per cent. selling concession and 0.25 per cent. management and underwriting commission) |
| 37 | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA D |
| 38 | Non-exempt offer: | An offer of the Notes may be made by the Managers and any distributors designated by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Austria, Belgium, Germany and Luxembourg ("**Public Offer Jurisdictions**") during the period from 11 July 2011 until 13 July 2011 ("**Offer Period**"). See further Paragraph 10 of Part B below. |
| 39 | Additional selling restrictions: | **Austria:**<br><br>Reference is made to the Austrian Selling Restriction on page 116 of the Debt Issuance Programme Prospectus which requires the filing of a notification with OeKB before the start of the offering of Notes in Austria.<br><br>Sweden:<br><br>Each Manager has represented and agreed |

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| | | that it will not, directly or indirectly, offer for subscription or purchase or issue invitations to subscribe for or buy Notes or distribute any draft or final document in relation to any such offer, invitation or sale except in circumstances that will not result in a requirement to prepare a prospectus pursuant to the provisions of the Swedish Financial Instruments Trading Act (*lag (1991:980) om handel med finansiella instrument*). |

**Purpose of Final Terms**

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the Euronext Paris of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of Total, Total Capital, Total Capital Canada and Total Capital International.

**Responsibility**

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

Signed on behalf of the Issuer: Jérôme SCHMITT

By:

Duly authorised

Signed on behalf of the Guarantor: Jérôme SCHMITT

By:

Duly authorised

## PART B
## OTHER INFORMATION

**1 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 13 July 2011.

**2 Ratings**

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| Ratings: | The Notes to be issued have been rated:<br>S & P: AA-*<br>Moody's: Aa1†<br><br>Standard & Poor's Ratings Services and Moody's Investors Services Limited are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority. |

**3 Interests of Natural and Legal Persons Involved In the Offer**

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 Reasons for the Offer, Estimated Net Proceeds and Total Expenses**

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| (i) Reasons for the offer: | As set out in "Use of Proceeds" in the Debt Issuance Programme Prospectus dated 17 June 2011. |
| (ii) Estimated net proceeds: | SEK 597, 018,000 (after expenses) |
| (iii) Estimated total expenses: | SEK 270,000 |

**5 Fixed Rate Notes only - YIELD**

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| Indication of yield: | 3.67 per cent. per annum<br><br>As set out above, 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**

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| ISIN Code: | XS0648452760 |
| Common Code: | 064845276 |
| Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): | Not Applicable |

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* *As defined by Standard & Poor's, an 'AA' rating means that the Issuer's capacity to meet its financial commitment under the Notes is very strong. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency without notice.*

† *Notes rated Aa by Moody's are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates a ranking in the higher end of that generic rating category.*

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| Delivery: | Delivery against payment |
| Names and addresses of initial Paying Agent(s): | Citibank, N.A., London Branch (Principal Paying Agent) |
| Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| Intended to be held in a manner which would allow Eurosystem eligibility: | No |

## 7 Terms and Conditions of the Offer

The AMF has been asked to provide the competent authorities in each of Austria, Belgium, Luxembourg and Germany (together, the "**Public Offer Jurisdictions**") with a certificate of approval attesting that the Debt Issuance Programme Prospectus has been drawn up in accordance with the Prospectus Directive. Copies of these Final Terms will be provided to the competent authorities in the Public Offer Jurisdictions (save for the German competent authority which has confirmed that it does not require such a copy).

The Issuer has agreed to allow the use of these Final Terms and the Debt Issuance Programme Prospectus by each of the Managers in connection with possible offers of the Notes to the public in the Public Offer Jurisdictions during the period from 11 July 2011 to 13 July 2011 (the "**Offer Period**"), provided that the Offer Period will not commence until publication of these Final Terms in accordance with the Prospectus Directive has occurred and will not commence in Austria until such time as notification has been duly filed with the "*Meldestelle*" operated by Oesterreichische Kontrollbank in accordance with the Austrian Capital Markets Act, which is expected to be on or about 12 July 2011.

Investors (as defined on the second page of the Debt Issuance Programme Prospectus) intending to acquire or acquiring the Notes from any Offeror (as defined on the second page of the Debt Issuance Programme Prospectus) should, as indicated in the legend, make appropriate enquiries as to whether that Offeror is acting in association with the Issuer. Whether or not the Offeror is described as acting in association with the Issuer, the Issuer's only relationship is with the Managers and the Issuer has no relationship with or obligation to, nor shall it have any relationship with or obligation to, an Investor, save as may arise under any applicable law or regulation.

The Issuer is only offering to and selling to the Managers pursuant to and in accordance with the terms of the Subscription Agreement. All sales to persons other than the Managers will be made by the Managers or persons to whom they sell, and/or otherwise make arrangements with. The Issuer shall not be liable for any offers and/or sales of Notes to, or purchases of Notes by, Investors at any time (including during the Offer Period) (other than in respect of offers and sales to, and purchases of Notes by, the Managers and only then pursuant to the Subscription Agreement) which are made by Managers or any Offer or in accordance with the arrangements in place between any such Manager or Offeror and its customers. Any person selling Notes at any time during the Offer Period may not be a financial intermediary of the Issuer; any person selling Notes at any time after the Offer Period is not a financial intermediary of the Issuer.

Each of the Managers has acknowledged and agreed that for the purpose of offer(s) of the Notes the Issuer has passported the Debt Issuance Programme Prospectus into each of the Public Offer Jurisdictions and will not passport the Debt Issuance Programme Prospectus into any other European Economic Area Member State; accordingly, the Notes may only be publicly offered in Public Offer Jurisdictions during the Offer Period or offered to qualified investors (as defined in the Prospectus Directive) or otherwise in compliance with Article 3(2) of the Prospectus Directive in any other European Economic Area Member State pursuant to and in accordance with the Debt Issuance Programme Prospectus and the Final Terms (without modification or supplement); and that all offers of Notes by it will be made only in accordance with the selling restrictions set forth in the Debt Issuance Programme Prospectus and the provisions of these Final Terms and in compliance with all applicable laws and regulations, provided that no such offer of Notes shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive (or supplement a prospectus pursuant to Article 16 of the Prospectus Directive) or to take any other action in any jurisdiction other than as described above.

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| Total Amount of offer: | SEK 600,000,000 |
| Offer Price: | The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of 101.423 per cent. less a total commission and concession of 1.875 per cent. of the Aggregate Nominal Amount of the Notes. The Managers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Manager and its customers by reference to the Issue Price and market conditions prevailing at the time. |
| Conditions to which the offer is subject: | Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Subscription Agreement. As between Managers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. |
| Time Period / Description of the application process: | A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Manager and its customers relating to the purchase of securities generally. Noteholders (other than Managers) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes. |
| Description of possibility of reducing subscriptions and manner of refunding excess amount paid by applicants: | Not Applicable |
| Details of the minimum and/or maximum amount of application: | There are no pre-identified allotment criteria. The Managers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them. |
| Details of the method and time limits for paying up and delivering the Notes: | The Notes will be sold by the Issuer to the Managers on a delivery versus payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Manager of their allocations of Notes and the settlement arrangements in respect thereof. |
| Manner in and date on which results of the offer are to be made public: | Not Applicable |
| Procedure for exercise of any right of pre-emption, | Not Applicable |

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| negotiability of subscription rights and treatment of subscription rights not exercised: | |
| Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: | Not Applicable |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Prospective Noteholders will be notified by the relevant Manager in accordance with the arrangements in place between such Managers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders. |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. | None known to the Issuer |