

**KPMG S.A**  
1, cours Valmy  
92923 Paris-La Défense Cedex  
S.A. au capital de € 5.497.100

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG Audit**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Total Capital International**

Period from January 1 to September 30, 2012

### **Statutory auditors' review report on the interim financial statements**

To the Chief Executive Director,

In our capacity as statutory auditors of Total Capital International and in accordance with your request, we have performed a review of the accompanying interim financial statements of Total Capital International for the period from January 1, to September 30, 2012.

Management is responsible for the preparation and fair presentation of these interim financial statements. As they are not intended to be presented to the shareholders, they have not been approved by the board of directors. Our role is to express a conclusion on these financial statements based on our review.

We conducted our review in accordance with professional standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements do not give a true and fair view of the assets, liabilities and financial position of the company, and the results of its operations for the period ended September 30, 2012, in accordance with accounting rules and principles applicable in France.

This report is governed by French law. The courts of France shall have exclusive jurisdiction over any claim, dispute or difference resulting from our engagement letter or the present report, or any related matters. Each party irrevocably waives its right to oppose any action brought before French courts, to claim that the action is being brought before an illegitimate court or that the courts have no jurisdiction.

Paris-La Défense, October 30, 2012

The statutory auditors  
*French original signed by*

KPMG S.A.

ERNST & YOUNG Audit

Jay Nirsimloo

Pascal Macioce

**TOTAL CAPITAL INTERNATIONAL  
2 PLACE JEAN MILLIER  
92400 COURBEVOIE  
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**FINANCIAL STATEMENTS  
AS OF 30 SEPTEMBER 2012**

- BALANCE SHEET AS OF 30 SEPTEMBER 2012
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TOTAL CAPITAL INTERNATIONAL

**BALANCE SHEET  
AS OF 30 SEPTEMBER 2012**

**TOTAL CAPITAL INTERNATIONAL**  
**BALANCE SHEET AS OF 30 September 2012**

EUROS

| ASSETS                                   | 30 September 2012    |                                 |                      | 31 December 2011 | LIABILITIES  | 30 September 2012    | 31 December 2011 |
|--|----------------------|---------------------------------|----------------------|------------------|--|----------------------|------------------|
|  | Gross                | Amortizations and depreciations | Net                  |                  |  |                      |                  |
| <b>FIXED ASSETS</b>                      |                      |                                 |                      |                  | <b>SHAREHOLDERS' EQUITY (note 4)</b>                         |                      |                  |
| <b>FINANCIAL ASSETS (note 2)</b>         | <b>4 755 314 443</b> |                                 | <b>4 755 314 443</b> |                  | Capital  | 300 000              | 300 000          |
| Long-term loans                          | 4 750 641 125        |                                 | 4 750 641 125        |                  | Reserves   | -47 580              | (41 309)         |
| Drawdowns on credit facilities           |                      |                                 |                      |                  | Legal Reserves   |                      |                  |
| Accrued interests on long-term loans     | 4 673 318            |                                 | 4 673 318            |                  | Retained Earnings  | -47 580              | (41 309)         |
| Accrued interests on credit facilities   |                      |                                 |                      |                  | Income for fiscal year                                       | 127 541              | (6 272)          |
| <b>TOTAL I</b>                           | <b>4 755 314 443</b> |                                 | <b>4 755 314 443</b> |                  | <b>TOTAL I</b>   | <b>379 961</b>       | <b>252 420</b>   |
| <b>CURRENT ASSETS</b>                    |                      |                                 |                      |                  | <b>PROVISIONS</b>  |                      |                  |
| <b>ACCOUNTS RECEIVABLE (note 3)</b>      | <b>367 703</b>       |                                 | <b>367 703</b>       | <b>258 400</b>   | <b>TOTAL II</b>  |                      |                  |
| Current accounts and inter-company loans | 367 698              |                                 | 367 698              | 258 400          | <b>LIABILITIES</b>   | <b>4 755 145 529</b> |                  |
| Related accounts receivable              | 5                    |                                 | 5                    | 5                | Debtenture loans and similar debt debtentures (note 5)       | 4 750 641 125        |                  |
| Other receivables                        |                      |                                 |                      |                  | Debtenture loans after hedge swaps                           | 4 504 404            |                  |
| Accrued income / dedicated swaps         |                      |                                 |                      |                  | Accrued interests on debtenture loans                        |                      |                  |
|  |                      |                                 |                      |                  | <b>Miscellaneous borrowings and financial debts (note 6)</b> |                      |                  |
|  |                      |                                 |                      |                  | Commercial Papers  |                      |                  |
|  |                      |                                 |                      |                  | Creditor current accounts                                    |                      |                  |
|  |                      |                                 |                      |                  | Related accounts payables / miscellaneous financial debts    |                      |                  |
|  |                      |                                 |                      |                  | Accrued liabilities / dedicated swaps                        |                      |                  |
|  |                      |                                 |                      |                  | Other creditor   |                      |                  |
|  |                      |                                 |                      |                  | <b>Operating liabilities (note 7)</b>                        | <b>156 656</b>       | <b>5 980</b>     |
|  |                      |                                 |                      |                  | Trade notes and accounts payable                             | 92 886               | 5 980            |
|  |                      |                                 |                      |                  | Tax and social liabilities                                   | 63 770               |                  |
| <b>TOTAL II</b>                          | <b>367 703</b>       |                                 | <b>367 703</b>       | <b>258 400</b>   | <b>TOTAL III</b>   | <b>4 755 302 185</b> | <b>5 980</b>     |
| <b>PREPAID EXPENSES III</b>              |                      |                                 |                      |                  | <b>PREPAID INCOME IV</b>                                     |                      |                  |
| <b>GRAND TOTAL (I+II+III)</b>            | <b>4 755 682 146</b> |                                 | <b>4 755 682 146</b> | <b>258 400</b>   | <b>GRAND TOTAL (I+II+III+IV)</b>                             | <b>4 755 682 146</b> | <b>258 400</b>   |

TOTAL CAPITAL INTERNATIONAL

**INCOME STATEMENT  
AS OF 30 SEPTEMBER 2012**

**TOTAL CAPITAL INTERNATIONAL**  
**INCOME STATEMENT AS OF 30 September 2012**

|  |                   | EUROS        |               |                                     |                   |              |               |
|--|-------------------|--------------|---------------|-------------------------------------|-------------------|--------------|---------------|
| EXPENSES                                 | 30 September 2012 | 31 Dec. 2011 | 30 Sept. 2011 | INCOME                              | 30 September 2012 | 31 Dec. 2011 | 30 Sept. 2011 |
| <b>OPERATING EXPENSES (note 8)</b>       |                   |              |               | <b>OPERATING INCOME</b>             |                   |              |               |
| External expenses                        | 544 989           | 7 325        | 1 345         | Miscellaneous income                |                   |              |               |
| Taxes                                    |                   | 500          | 500           |                                     |                   |              |               |
| <b>TOTAL I</b>                           | <b>544 989</b>    | <b>7 825</b> | <b>1 845</b>  | <b>TOTAL I</b>                      | <b>0</b>          | <b>0</b>     | <b>0</b>      |
| <b>FINANCIAL EXPENSES (note 9)</b>       |                   |              |               | <b>FINANCIAL INCOME (note 10)</b>   |                   |              |               |
| Interests on debenture loans after swaps |                   |              |               | Interests on long-term loans        |                   |              |               |
| Interests on commercial papers           |                   |              |               | Interests on credit facilities      | 24 952 313        |              |               |
| Interests on Billets de Trésorerie       | 24 193 820        |              |               | Interests on inter-company loans    |                   |              |               |
| Interests on loans                       |                   |              |               | Interests on current accounts       | 7 991             | 1 557        | 992           |
| Interests on bank deposits               | 7 574             | 4            | 4             | Income from dedicated swaps         |                   |              |               |
| Interests on dedicated swaps             |                   |              |               | Other interests and similar income  |                   |              |               |
| Other financial expenses                 |                   |              |               | Foreign exchange income             |                   |              |               |
| Foreign exchange loss                    | 22 610            |              |               | Diverse financial interests         |                   |              |               |
| Diverse financial expenses               |                   |              |               |                                     |                   |              |               |
| <b>TOTAL II</b>                          | <b>24 224 004</b> | <b>4</b>     | <b>4</b>      | <b>TOTAL II</b>                     | <b>24 960 304</b> | <b>1 557</b> | <b>992</b>    |
| <b>EXTRAORDINARY EXPENSES</b>            |                   |              |               | <b>EXTRAORDINARY INCOME</b>         |                   |              |               |
| <b>TOTAL III</b>                         | <b>0</b>          | <b>0</b>     | <b>0</b>      | <b>TOTAL III</b>                    | <b>0</b>          | <b>0</b>     | <b>0</b>      |
| <b>INCOME TAX IV</b>                     | <b>63 770</b>     |              |               | <b>NET LOSS FOR THE FISCAL YEAR</b> |                   | <b>6 272</b> | <b>857</b>    |
| <b>NET INCOME FOR THE PERIOD</b>         | <b>127 541</b>    |              |               | <b>GRAND TOTAL</b>                  | <b>24 960 304</b> | <b>7 829</b> | <b>1 849</b>  |
| <b>GRAND TOTAL</b>                       | <b>24 960 304</b> | <b>7 829</b> | <b>1 849</b>  | <b>EUR</b>                          |                   |              |               |



TOTAL CAPITAL INTERNATIONAL

**CASH FLOW STATEMENT  
AS OF 30 SEPTEMBER 2012**

**CASH FLOW STATEMENT**

in thousands of euros

30 September 2012

31 Dec. 2011

**OPERATING CASH FLOW**

|                                       |            |            |           |
|---------------------------------------|------------|------------|-----------|
| Fiscal period income                  | 31.12.2011 |            | -6        |
| Fiscal period income                  | 30.09.2012 | 127        |           |
| Minus (plus) working capital required |            | 64         |           |
| <b>Net Operating Cash Flow</b>        |            | <b>191</b> | <b>-6</b> |

**INVESTMENT CASH FLOW**

|                                 |  |                   |          |
|---------------------------------|--|-------------------|----------|
| Increase in long-term loans     |  | -4 782 798        | 0        |
| Repayment of long-term loans    |  | 0                 | 0        |
| <b>Net Investment Cash Flow</b> |  | <b>-4 782 798</b> | <b>0</b> |

**FINANCING CASH FLOW**

|   |  |                  |          |
|---|--|------------------|----------|
| Capital increase                            |  | 0                | 260      |
| Net loans issued                            |  | 4 754 283        | 0        |
| Changes in short-term financial liabilities |  | 87               | 0        |
| Changes in short-term receivables           |  | -111             | -254     |
| <b>Net Financing Cash Flow</b>              |  | <b>4 754 259</b> | <b>6</b> |

|   |  |          |          |
|---|--|----------|----------|
| Cash increase (decrease)                |  | -28 348  | 0        |
| Impact of foreign exchange fluctuations |  | 28 348   | 0        |
| Cash at the beginning of the period     |  | 0        | 0        |
| <b>Cash at the end of the period</b>    |  | <b>0</b> | <b>0</b> |

**APPENDIX**

## APPENDIX

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## **SIGNIFICANT EVENTS**

During the first nine months 2012 Total Capital International started its activity on debt capital markets through various debt issuance programmes.

For long-term borrowings, Total Capital International can issue along with TOTAL S.A., TOTAL Capital and Total Capital Canada Ltd., as principal issuer under the EMTN programme (guaranteed by TOTAL S.A.), on a US SEC Registered Shelf programme (guaranteed by TOTAL S.A.) and on a stand-alone basis (guaranteed by TOTAL S.A.) on the Swiss market.

In 2012, Total Capital International issued debenture loans for USD 1.1 billion and (after swaps) under the EMTN programme, and for USD 5 billion (after swaps) under the US SEC Registered Shelf programme, guaranteed by Total S.A..

Total Capital International's issue programmes have a long term and a short term ratings by Standard and Poor's: AA-/A-1+ with a stable outlook, by Moody's: Aa1/P-1 with a negative outlook since 23 August 2012, and by DBRS: AA/R-1 middle with a stable outlook. These ratings were made possible thanks to TOTAL S.A.'s guarantee granted to these programmes.

Interest rates and currency transactions were concluded by empowered entities of Total S.A. in association with the development of the financial activities of Total Capital International, towards the Group as well as the market.

## **Note 1: ACCOUNTING RULES**

### **GENERAL PRINCIPLES**

The balance sheet and income statement are established in accordance with the provisions of French law and in compliance with generally accepted accounting principles used by corporations.

### **ACCOUNTING RULES AND METHODS**

The long- and medium-term financing transactions within the Total group are recorded as financial assets according to their face value.

#### **✓ Currency transactions**

Given Total Capital International's financial activities and the significant amount of its foreign currency inflows and outflows, Total Capital uses multi-currency accounting, as financial institutions do.

Therefore, at closing, Total Capital International does not use translation adjustment accounts but revalues balance sheet and off-balance sheet entries whose impact is recorded in the income statement.

## TOTAL CAPITAL INTERNATIONAL

The revaluation of long-term off-balance sheet items in foreign currencies is recorded in the balance sheet as the financial derivative instruments with which they match (debenture loans).

The revaluation of short-term off-balance sheet items in foreign currencies is recorded under "revenue receivables from the revaluation of off-balance sheet foreign exchange positions" or "expenses payables for the revaluation of off-balance sheet foreign exchange positions."

The foreign exchange positions are converted into euros based on the exchange rate at the end of the fiscal year.

### ✓ Interest Rate and Currency Financial Instruments

Outstanding transactions involving forward financial instruments are recognized as off-balance sheet liabilities. They consist primarily of interest rate and currency swap agreements negotiated for hedging purposes in order to manage Total Capital International's exposure to fluctuations in interest rates and foreign exchange rates.

The interest differentials along with the premiums or discounts associated with these swaps or forward contracts are recorded, prorated over the period, in the income statement as financial expenses or income over the life of the items that they match.

A provision will be booked for possible losses relating to transactions where the accounting standards for hedging are not respected.

### ✓ Debenture loans

Debenture loans converted into US dollars or euros through individually paired swaps are shown in the post-swap currency in the balance sheet and in the income statement. They are converted at the closing rate on the date of the account statement. The profits and losses resulting from the conversion at the closing rate of the currency borrowings and currency swaps are recorded as revenue under the heading: Foreign Exchange Profits and Losses.



**Note 2: FINANCIAL ASSETS**

Long-term investments are comprised of:

- Long-term loans in US dollars with Total Finance Exploitation for a nominal amount of € 3.513 billion,
- Long-term loans in US dollars with Total Finance for a nominal amount of € 1.238 billion

They are fully backed to the debenture loans after taking into account the issue swaps.

**a) Changes in financial assets**

in thousands of euros

| FINANCIAL ASSETS                     | POSITION AT THE<br>OPENING OF<br>FISCAL YEAR | INCREASES<br>ACQUISITIONS<br>CONTRIBUTIONS | DECREASES<br>DISPOSALS | GROSS VALUE AT<br>CLOSING |
|--------------------------------------|--|--|------------------------|---------------------------|
| Long-term loans                      |  | 4 750 641                                  |                        | 4 750 641                 |
| Accrued interests on long-term loans |  | 4 673                                      |                        | 4 673                     |
| <b>TOTAL</b>                         |  | <b>4 755 314</b>                           |                        | <b>4 755 314</b>          |

**b) Financial assets repayment schedule**

in thousands of euros

|                                      | GROSS AMOUNT     | LESS THAN A<br>YEAR | BETWEEN 1 AND<br>5 YEARS | MORE THAN 5<br>YEARS |
|--------------------------------------|------------------|---------------------|--------------------------|----------------------|
| Long-term loans                      | 4 750 641        |                     | 2 709 187                | 2 041 454            |
| Accrued interests on long-term loans | 4 673            | 4 673               |                          |                      |
| <b>TOTAL</b>                         | <b>4 755 314</b> | <b>4 673</b>        | <b>2 709 187</b>         | <b>2 041 454</b>     |

**Note 3: RECEIVABLES**

100% of the accounts receivable are loans with Total Treasury amounting to € 0.368 million.

**Detail of Accounts Receivable**

in thousands of euros

|  | GROSS AMOUNT | LESS THAN A<br>YEAR | BETWEEN 1 AND<br>5 YEARS | MORE THAN 5<br>YEARS |
|--|--------------|---------------------|--------------------------|----------------------|
| Current accounts and inter-company loans                 | 368          | 368                 |                          |                      |
| Accrued interest (inter-company loans, current accounts) |              |                     |                          |                      |
| Other receivables  |              |                     |                          |                      |
| Accrued income on swaps and forward transactions         |              |                     |                          |                      |
| <b>TOTAL ACCOUNTS RECEIVABLE</b>                         | <b>368</b>   | <b>368</b>          |                          |                      |

**Note 4: SHAREHOLDERS' EQUITY****a) Changes in Shareholders' Equity**

in thousands of euros

| 2011                              | POSITION AT THE OPENING OF FISCAL YEAR | NET INCOME APPROPRIATION 2010 | POSITION AS OF 31 Dec. 2011 |
|-----------------------------------|--|-------------------------------|-----------------------------|
| Share capital                     | 40                                     |                               | 300                         |
| Legal reserve                     |  |                               |                             |
| Retained earnings                 | (36)                                   | -6                            | (42)                        |
| Income for fiscal year 2009       | (6)                                    | 6                             | 0                           |
| Dividend distribution             |  |                               |                             |
| Income as of 31 December 2010     |  |                               | (6)                         |
| <b>TOTAL SHAREHOLDERS' EQUITY</b> | <b>(2)</b>                             | <b>0</b>                      | <b>252</b>                  |

in thousands of euros

| 2012                              | POSITION AT THE OPENING OF FISCAL YEAR | NET INCOME APPROPRIATION 2011 | POSITION AS OF 30 September 2012 |
|-----------------------------------|--|-------------------------------|----------------------------------|
| Share capital                     | 300                                    |                               | 300                              |
| Legal reserve                     |  |                               |                                  |
| Retained earnings                 | (42)                                   | (6)                           | (48)                             |
| Income for fiscal year 2011       | (6)                                    | 6                             | 0                                |
| Dividend distribution             |  |                               | 0                                |
| Income as of 30 September 2012    |  | 128                           | 128                              |
| <b>TOTAL SHAREHOLDERS' EQUITY</b> | <b>252</b>                             | <b>128</b>                    | <b>380</b>                       |

**b) Structure of the Share Capital**

Total Capital International comprises 30,000 shares with a face value of € 10 each, held as follows:

|            |        |                     |        |
|------------|--------|---------------------|--------|
| TOTAL S.A. | 29 994 | shares representing | 99,98% |
| DIRECTORS  | 6      | shares representing | 0,02%  |



**NOTE 5: DEBENTURE LOANS AND SIMILAR DEBT DEBENTURES**

The debenture loans are shown below first before conversion into US dollars or euros mainly with variable-rate, then following the impact of the revaluation of swaps for currency risk. They are redeemed at maturity. After the conversion into US dollars or euros, these debts finance all long-term loans, in addition to other items.

| DEBENTURE LOANS                          |                    | As of 30 September 2012 |                      |                  |                       |                   | As of 31 December 2011 |                      |
|--|--------------------|-------------------------|----------------------|------------------|-----------------------|-------------------|------------------------|----------------------|
|  |                    | IN SPECIFIC CURRENCY    | IN THOUSAND OF EUROS | LESS THAN A YEAR | BETWEEN 1 AND 5 YEARS | MORE THAN 5 YEARS | IN SPECIFIC CURRENCY   | IN THOUSAND OF EUROS |
| FX.                                      | DETAIL             |                         |                      |                  |                       |                   |                        |                      |
| AUD                                      | 100 M AUD 4,875%   | 100 000 000             | 80 671               |                  | 80 671                |                   |                        |                      |
|  | 150 M AUD 4,125%   | 150 000 000             | 121 007              |                  | 121 007               |                   |                        |                      |
| EUR                                      | 500 M EUR 2,125%   | 500 000 000             | 500 000              |                  |                       | 500 000           |                        |                      |
| NOK                                      | 600 M NOK 2,250%   | 600 000 000             | 81 417               |                  | 81 417                |                   |                        |                      |
|  | 850 M NOK 2,250%   | 850 000 000             | 115 340              |                  | 115 340               |                   |                        |                      |
| USD                                      | 1 000 M USD 2,875% | 1 000 000 000           | 773 395              |                  |                       | 773 395           |                        |                      |
|  | 1 000 M USD 1,500% | 1 000 000 000           | 773 395              |                  | 773 395               |                   |                        |                      |
|  | 1 500 M USD 1,550% | 1 500 000 000           | 1 160 093            |                  | 1 160 093             |                   |                        |                      |
|  | 500 M USD 0,750%   | 500 000 000             | 386 698              |                  | 386 698               |                   |                        |                      |
|  | 1 000 M USD 2,700% | 1 000 000 000           | 773 395              |                  |                       | 773 395           |                        |                      |
| Total debenture loans before hedge swaps |                    |                         | 4 765 411            |                  | 2 718 621             | 2 046 790         |                        |                      |
| Impact of revaluation of hedge swaps     |                    |                         | -14 770              | -14 770          |                       |                   |                        |                      |
| Total debenture loans after hedge swaps  |                    |                         | 4 750 641            | -14 770          | 2 718 621             | 2 046 790         |                        |                      |
| Interest accrued / debenture loans (1)   |                    |                         | 4 504                | 4 504            |                       |                   |                        |                      |
| Total                                    |                    |                         | 4 755 145            | -10 266          | 2 718 621             | 2 046 790         |                        |                      |

(1) among which accrued interest net of swaps associated to bonds

**Note 6: MISCELLANEOUS BORROWINGS AND FINANCIAL DEBTS**

## Repayment schedule for miscellaneous borrowings and financial debts

|   | in thousands of euros |                  |                       |                             |              |
|---|-----------------------|------------------|-----------------------|-----------------------------|--------------|
|   | 30 September 2012     | LESS THAN A YEAR | BETWEEN 1 AND 5 YEARS | INCLUDING MORE THAN 5 YEARS | 31 Dec. 2011 |
| Surety deposits (1)                                       |                       |                  |                       |                             |              |
| Current account receivable                                |                       |                  |                       |                             |              |
| Related accounts payables / miscellaneous financial debts |                       |                  |                       |                             |              |
| Accrued liabilities / swap                                |                       |                  |                       |                             |              |
| Diverse creditors   |                       |                  |                       |                             |              |
| <b>TOTAL LIABILITIES</b>                                  |                       |                  |                       |                             |              |

**Note 7: OPERATING LIABILITIES**

## Repayment schedule for operating liabilities

|                                  | in thousands of euros |                  |                       |                             |              |
|----------------------------------|-----------------------|------------------|-----------------------|-----------------------------|--------------|
|                                  | 30 September 2012     | LESS THAN A YEAR | BETWEEN 1 AND 5 YEARS | INCLUDING MORE THAN 5 YEARS | 31 Dec. 2011 |
| Trade notes and accounts payable | 93                    | 93               |                       |                             | 6            |
| Taxes and social obligations     | 64                    | 64               |                       |                             |              |
| <b>TOTAL LIABILITIES</b>         | <b>157</b>            | <b>157</b>       |                       |                             | <b>6</b>     |

**Note 8: OPERATING EXPENSES**

in thousands of euros

|                   | 30 September 2012       |            |            | 31 Dec. 2011            |          |          | 30 Sept. 2011           |          |          |
|-------------------|-------------------------|------------|------------|-------------------------|----------|----------|-------------------------|----------|----------|
|                   | Affiliated Corporations | Others     | Total      | Affiliated Corporations | Others   | Total    | Affiliated Corporations | Others   | Total    |
| External expenses |                         | 545        | 545        |                         | 7        | 7        |                         | 1        | 1        |
| Taxes             |                         |            |            |                         | 1        | 1        |                         | 1        | 1        |
| <b>TOTAL</b>      |                         | <b>545</b> | <b>545</b> |                         | <b>8</b> | <b>8</b> |                         | <b>2</b> | <b>2</b> |

**Note 9: FINANCIAL EXPENSES**

in thousands of euros

|  | 30 September 2012       |               |               | 31 Dec. 2011            |        |       | 30 Sept. 2011           |        |       |
|--|-------------------------|---------------|---------------|-------------------------|--------|-------|-------------------------|--------|-------|
|  | Affiliated Corporations | Others        | Total         | Affiliated Corporations | Others | Total | Affiliated Corporations | Others | Total |
| Interests on Debenture Loans after swaps |                         | 24 194        | 24 194        |                         |        |       |                         |        |       |
| Interests on Loans                       |                         |               | 0             |                         |        |       |                         |        |       |
| Interests on Current Accounts            | 8                       |               | 8             |                         |        |       |                         |        |       |
| Interests on Bank deposits               |                         |               |               |                         |        |       |                         |        |       |
| Interests on dedicated Swaps             |                         |               |               |                         |        |       |                         |        |       |
| Other expenses                           |                         |               |               |                         |        |       |                         |        |       |
| Net foreign exchange losses (1)          |                         | 22            | 22            |                         |        |       |                         |        |       |
| Diverse financial expenses               |                         |               |               |                         |        |       |                         |        |       |
| <b>TOTAL</b>                             | <b>8</b>                | <b>24 216</b> | <b>24 224</b> |                         |        |       |                         |        |       |

**Note 10: FINANCIAL INCOME**

in thousands of euros

|                                    | 30 September 2012       |        |               | 31 Dec. 2011            |        |          | 30 Sept. 2011           |        |          |
|------------------------------------|-------------------------|--------|---------------|-------------------------|--------|----------|-------------------------|--------|----------|
|                                    | Affiliated Corporations | Others | Total         | Affiliated Corporations | Others | Total    | Affiliated Corporations | Others | Total    |
| Interests on long-term loans       | 24 952                  |        | 24 952        |                         |        |          |                         |        |          |
| Interests on credit facilities     |                         |        |               |                         |        |          |                         |        |          |
| Inter-company loans                |                         |        |               |                         |        |          |                         |        |          |
| Interests on current accounts      | 8                       |        | 8             | 2                       |        | 2        | 1                       |        | 1        |
| Interests on Bank deposits         |                         |        |               |                         |        |          |                         |        |          |
| Income from dedicated swaps        |                         |        |               |                         |        |          |                         |        |          |
| Other Interests and similar income |                         |        |               |                         |        |          |                         |        |          |
| Diverse financial interests        |                         |        |               |                         |        |          |                         |        |          |
| Net foreign exchange profits (1)   |                         |        |               |                         |        |          |                         |        |          |
| <b>TOTAL</b>                       | <b>24 960</b>           |        | <b>24 960</b> | <b>2</b>                |        | <b>2</b> | <b>1</b>                |        | <b>1</b> |

(1) The foreign exchange profits and losses break up as follows:

in thousands of euros

|                          | 30 September 2012 | 31 Dec. 2011 | 30 Sept. 2011 |
|--------------------------|-------------------|--------------|---------------|
| Foreign exchange losses  | -40 631           |              |               |
| Foreign exchange profits | 40 609            |              |               |
| <b>Total</b>             | <b>-22</b>        |              |               |

**Note 11: OFF-BALANCE SHEET COMMITMENTS****a) Portfolio of derivative financial instruments**

The off-balance sheet commitments for derivative financial instruments are shown below.  
These amounts establish the notional commitment without reflecting an underlying loss or gain.

in thousands of euros

| MANAGEMENT OF INTEREST RATE RISK   | 30 Sept. 2012 |      |      |      |      |               | 31 Dec. 2011 |
|--|---------------|------|------|------|------|---------------|--------------|
|  | TOTAL         | 2012 | 2013 | 2014 | 2015 | 2016 et après | TOTAL        |
| Swaps / hedging fixed interest bond issues *<br>Notional amount                        |               |      |      |      |      |               |              |
| Swaps / hedging floating interest bond issues *<br>Notional amount                     | 3 992 016     |      |      |      |      | 3 992 016     |              |
| Long-term cross-currency swaps<br>Fixed interest rate lending swaps<br>Notional amount |               |      |      |      |      |               |              |
| Variable interest rate lending swaps<br>Notional amount                                |               |      |      |      |      |               |              |
| Interest rate swaps<br>Fixed interest rate lending swaps<br>Notional amount            |               |      |      |      |      |               |              |
| Variable interest rate lending swaps<br>Notional amount                                |               |      |      |      |      |               |              |

\* Cross-currency swaps and interest-rate swaps matched to bonds

in thousands of euros

| MANAGEMENT OF FOREIGN EXCHANGE RISK           | 30 Sept. 2012 |      |      |      |      |                 | 31 Dec. 2011 |
|---|---------------|------|------|------|------|-----------------|--------------|
|   | TOTAL         | 2012 | 2013 | 2014 | 2015 | 2016 and beyond | TOTAL        |
| Foreign exchange swaps<br>Notional amount     |               |      |      |      |      |                 |              |
| Forward currency contracts<br>Notional amount |               |      |      |      |      |                 |              |

**b) Market valuation of derivative financial instruments**

As of 30 September 2012, the details of the market valuation of derivative financial instruments are as follows:

in thousands of euros

|  | 30 Sept. 2012 |   | 31 Dec. 2011 |   |
|--|---------------|---|--------------|---|
| Swaps hedging bond issues              | 15 181        | * |              | * |
| Short-term interest rate swaps         | 0             | * |              | * |
| Classic interest rate swaps            | 0             | * |              | * |
| Forward currency financial instruments | 0             |   |              |   |

(\*) The market value of the swaps is "ex coupon".

## Total Capital International

### c) Other off-balance sheet commitments

in thousands of euros

| COMMITMENT CATEGORY             | 30 September 2012       |        | 31 Dec. 2011            |        |
|---------------------------------|-------------------------|--------|-------------------------|--------|
|                                 | Affiliated corporations | Others | Affiliated corporations | Others |
| Commitments given               |                         |        |                         |        |
| -Credit facilities granted      |                         |        |                         |        |
| -Drawdowns on credit facilities |                         |        |                         |        |
| -Non-utilised credit facilities |                         |        |                         |        |
| Commitments received            |                         |        |                         |        |
| -Credit facilities allocated    |                         |        |                         |        |
| -Drawdowns on credit facilities |                         |        |                         |        |
| -Non-utilised credit facilities |                         |        |                         |        |

### NOTE 12: CONSOLIDATION

Total Capital International's accounts are fully consolidated into the financial statements of the TOTAL S.A. Group.

### NOTE 13 : FISCAL INTEGRATION

Total Capital International, a subsidiary of TOTAL S.A., is included in the fiscal integration of TOTAL S.A.

### NOTE 14: STAFF AND MANAGEMENT BODIES

Total Capital International benefits from the technical and administrative assistance of staff from TOTAL S.A. and does not pay any remuneration to the members of the Board of Directors.