

**TOTAL CAPITAL INTERNATIONAL S.A.**  
**Issue of NOK 600,000,000 2.50 per cent. Notes due 14 June 2018 (the “Notes”)**  
**under the €20,000,000,000 Euro Medium Term Note Programme**

Any person making or intending to make an offer of the Notes may only do so:

- (i) in those Public Offer Jurisdictions mentioned in Paragraphs 7 and 8 of Part B below, provided that such person is an Authorised Offeror in that Paragraphs 7 and 8 of Part B below and that such offer is made during the Offer Period specified for such purpose therein; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer 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.

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

The expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

**PART A - CONTRACTUAL TERMS**

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 18 April 2013 which received visa no. 13–169 from the *Autorité des marchés financiers* (the “**AMF**”) on 18 April 2013 and the Supplement to the Debt Issuance Programme Prospectus dated 2 May 2013 which received visa no. 13-193 from the AMF on 2 May 2013 which together constitute a base prospectus for the purposes of the Prospectus 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 as so supplemented. 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 and the Supplement to the Debt Issuance Programme Prospectus are available for viewing on the website of the AMF 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.

1	(i) Issuer:	Total Capital International S.A.
	(ii) Guarantor:	Total S.A.
2	(i) Series Number:	79
	(ii) Tranche Number:	1
3	Specified Currency:	Norwegian Krone (“ <b>NOK</b> ”)
4	Aggregate Nominal Amount:	
	(i) Series:	NOK 600,000,000
	(ii) Tranche:	NOK 600,000,000

5	Issue Price:	101.532 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denomination:	NOK 10,000
	(ii) Calculation Amount:	NOK 10,000
7	(i) Issue Date:	14 June 2013
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	14 June 2018
9	Interest Basis:	2.50 per cent. per annum fixed rate
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	19 December 2012 and 12 February 2013, respectively

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.50 per cent. per annum payable in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	14 June in each year commencing on 14 June 2014 up to and including the Maturity Date.
	(iii) Fixed Coupon Amount:	NOK 250 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	14 June in each year
	(vii) Business Day Convention:	Not Applicable
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	Not Applicable
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17	<b>Call Option</b>	Not Applicable
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- 18 **Put Option** Not Applicable
- 19 **Final Redemption Amount of each Note** Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount per Calculation Amount
- 20 **Early Redemption Amount**  
 Early Redemption Amount(s) per Calculation NOK 10,000  
 Amount payable on redemption for taxation reasons or on event of default:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 21 Form of Notes: **Bearer Notes** 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
- 22 New Global Note: No
- 23 Financial Centre(s): London, New York, Oslo and TARGET
- 24 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
- 25 Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
- 26 Any applicable currency disruption/fallback provisions: Not Applicable

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: ..... *Humbert Wendel* .....  
Duly authorised

**Humbert de Wendel**

Signed on behalf of the Guarantor:

By: ..... *Humbert Wendel* .....  
Duly authorised

**Humbert de Wendel**

## PART B — OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) 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 14 June 2013.

### 2 RATINGS

- Ratings: The Notes to be issued have been rated:  
S&P: AA-  
Moody's: Aa1
- Standard and Poor's Credit Market Services France SAS ("**S&P**") and Moody's Investors Service Limited ("**Moody's**") are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EC) No 513/2011 (the "**CRA Regulation**"). As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Market Authority on its website in accordance with the CRA Regulation.

### 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

- (i) Reasons for the offer: As set out in "Use of Proceeds" in the Debt Issuance Prospectus dated 18 April 2013
- (ii) Estimated net proceeds: NOK 597,942,000
- (iii) Estimated total expenses: EUR 8,100

### 5 Fixed Rate Notes only – YIELD

The yield is 2.173 per cent. per annum on the Issue Date.

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

ISIN Code:	XS0942996249
Common Code:	094299624
WKN:	A1HL45
Any clearing system(s) other than Euroclear Bank S.A./N.V and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Citibank, N.A., London Branch
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 DISTRIBUTION

- (i) Method of distribution  
(ii) If syndicated, names and addresses of Managers and underwriting commitments:

Syndicated

**JOINT LEAD MANAGERS**

**CIBC WORLD MARKETS PLC**

150 Cheapside

London

EC2V 6ET

United Kingdom

*Underwriting Commitment: NOK 265,000,000*

**DEUTSCHE BANK AG, LONDON BRANCH**

Winchester House

1 Great Winchester Street

London

EC2N 2DB

United Kingdom

*Underwriting Commitment: NOK 265,000,000*

**CO-LEAD MANAGERS**

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**

28<sup>th</sup> Floor

40 Bank Street

London E14 5EJ

United Kingdom

*Underwriting Commitment: NOK 10,000,000*

**BANK VONTOBEL AG ZÜRICH**

Gotthardstrasse

8022 Zurich

Switzerland

*Underwriting Commitment: NOK 10,000,000*

**KBC BANK NV**

Havenlaan 12

B-1080 Brussels

Belgium

*Underwriting Commitment: NOK 10,000,000*

**KBL EUROPEAN PRIVATE BANKERS SA**

43 boulevard Royal

L-2955 Luxembourg

Grand Duchy of Luxembourg

*Underwriting Commitment: NOK 10,000,000*

**RBC EUROPE LIMITED**

Riverbank House  
2 Swan Lane  
London EC4R 3BF  
United Kingdom

***Underwriting Commitment: NOK 10,000,000***

**THE TORONTO-DOMINION BANK**

60 Threadneedle Street  
London EC2R 8AP  
United Kingdom

***Underwriting Commitment: NOK 10,000,000***

**ZÜRCHER KANTONALBANK**

Josefstrasse 222  
8005 Zurich  
Switzerland

***Underwriting Commitment: NOK 10,000,000***

- (iii) Date of Subscription Agreement: 12 June 2013
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) 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)
- (vii) U.S. Selling Restrictions: Reg. S Category 2; TEFRA D
- (viii) Non-exempt offer: An offer of the Notes may be made by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Belgium, Germany and Luxembourg (“**Public Offer Jurisdictions**”) during the period from 12 June 2013 until 14 June 2013 and in Austria during the period from 13 June 2013 until 14 June 2013. See further Paragraph 8 of Part B below.
- (ix) Additional selling restrictions: **Austria:**  
Reference is made to the Austrian Selling Restriction on page 175 of the Debt Issuance Programme Prospectus which requires the registration of the issue terms with the Registration Office (Meldestelle) operated by *Oesterreichische Kontrollbank Aktiengesellschaft* (OeKB) before the start of the public offering of Notes in Austria.



**Norway:**

The Notes have not been nor will they be approved by the Oslo Stock Exchange. Accordingly, each of the Managers has represented and agreed that it has not offered or sold and will not offer or sell any Notes, directly or indirectly, in the Kingdom of Norway or to residents of the Kingdom of Norway and that it has not distributed and will not distribute the Debt Issuance Programme Prospectus or any other offering material relating to the Notes in or from the Kingdom of Norway.

## **8 TERMS AND CONDITIONS OF THE OFFER**

The AMF has been asked to provide the competent authorities in each of Austria, Germany, Belgium and Luxembourg (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.

The Issuer has agreed to allow the use of these Final Terms and the Debt Issuance Programme Prospectus as supplemented 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 12 June 2013 to 14 June 2013 (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 provided further, however, that the Offer Period in Austria will not commence until the day after the filing of the issue terms with the Registration Office (*Meldestelle*) operated by *Oesterreichische Kontrollbank Aktiengesellschaft* has been duly made as required by the Austrian Capital Markets Act. It is expected that the Offer Period in Austria will commence on or about 14 June 2013.

Investors (as defined in the final paragraph on the fourth page of the Debt Issuance Programme Prospectus) intending to acquire or acquiring the Notes from any Authorised Offeror (as defined on the fourth page of the Debt Issuance Programme Prospectus) should, as indicated in the legend, make appropriate enquiries as to whether that Authorised Offeror is acting in association with the Issuer. Whether or not the Authorised 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 Authorised Offeror in accordance with the arrangements in place between any such Manager or Authorised 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 in connection with this issue of Notes; 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.

Offer Price:	The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of 101.532 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.
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, negotiability of subscription rights and treatment of	Not Applicable

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

Consent of the Issuer to use the Prospectus during the Offer Period: Not Applicable

Authorised Offeror(s) in the various countries where the offer takes place: The managers listed in item 7(ii) above.

Conditions attached to the consent of the Issuer to use the Prospectus: Not Applicable

## ISSUE SPECIFIC SUMMARY

Summaries are made up of disclosure requirements known as ‘Elements’. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

<b>Section A - Introduction and warnings</b>		
<b>A.1</b>	<b>Introduction and warning</b>	<p>This summary is provided for the purpose of the issue of Notes by the Issuers of a denomination less than €100,000 (or its equivalent in other currencies). This summary must be read as an introduction to the Debt Issuance Programme Prospectus and is provided as an aid to investors when considering whether to invest in the Notes, but is not a substitute for the Debt Issuance Programme Prospectus. Any decision to invest in the Notes should be based on a consideration by any investor of the Debt Issuance Programme Prospectus as a whole, including any documents incorporated by reference and any supplement from time to time. Where a claim relating to information contained in the Debt Issuance Programme Prospectus is brought before a court, the plaintiff may, under the national legislation of the Member State of the European Economic Area where the claim is brought, be required to bear the costs of translating the Debt Issuance Programme Prospectus or any supplement or document incorporated by reference before the legal proceedings are initiated. Following the implementation of the relevant provisions of the Prospectus Directive, civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Debt Issuance Programme Prospectus or it does not provide, when read together with the other parts of this Debt Issuance Programme Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> <p>Words and expressions defined in “Terms and Conditions of the Notes” shall have the same meanings in this summary.</p>
<b>A.2</b>	<b>Consent for use of the Debt Issuance Programme Prospectus in subsequent re-sale or final placement, indication of offer period and conditions to</b>	<p>In the context of the offer of the Notes from time to time in Austria, Belgium, Germany and Luxembourg (“<b>Public Offer Jurisdictions</b>”) which is not made within an exemption from the requirement to publish a prospectus under the Prospectus Directive, as amended (the “<b>Public Offer</b>”), the Issuer and the Guarantor each consents to the use of this Debt Issuance Programme Prospectus as so supplemented in connection with a Public Offer of any Notes during the period from 12 June 2013 until 14 June 2013 and in Austria from 13 June 2013 until 14 June 2013 (the “<b>Offer Period</b>”) in the Public Offer Jurisdictions by any authorised offeror (the “<b>Authorised Offerors</b>”).</p> <p>None of the Dealers or the Issuer or the Guarantor shall have any obligation to ensure</p>

	<p><b>consent for subsequent re-sale or final placement and warning</b></p>	<p>that an Authorised Offeror complies with applicable laws and regulations and shall therefore have no liability in this respect.</p> <p>The Issuer and the Guarantor each accepts responsibility, in the Public Offer Jurisdictions, for the content of the Debt Issuance Programme Prospectus in relation to any person (an “Investor”) in such Public Offer Jurisdictions to whom an offer of any Notes is made by any Authorised Offeror and where the offer is made during the period for which that consent is given. However, neither the Issuer nor the Guarantor nor any Dealer has any responsibility for any of the actions of any Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.</p> <p><b>An Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price allocations and settlement arrangements (the “Terms and Conditions of the Non-exempt Offer”). Neither the Issuer nor the Guarantor will be a party to any such arrangements with Investors (other than Dealers) in connection with the offer or sale of the Notes and, accordingly, the Debt Issuance Programme Prospectus and any Final Terms will not contain such information. The Terms and Conditions of the Public Offer shall be provided to Investors by that Authorised Offeror at the time of the Public Offer. Neither the Issuer nor the Guarantor nor any of the Dealers or other Authorised Offerors has any responsibility or liability for such information.</b></p>
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Section B – Issuer		
B.1	<p><b>The legal and commercial name of the Issuer</b></p>	<p>Total Capital International (“Total Capital International”)</p>
B.2	<p><b>The domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation</b></p>	<p><b>Total</b></p> <p>Total was incorporated in France on 28 March 1924 as a <i>société anonyme</i> governed by French law, with its registered office at 2, Place Jean Millier, 92078, Paris, La Defense, Cedex, France.</p> <p><b>Total Capital International</b></p> <p>Total Capital International was incorporated in France on 13 December 2004 as a <i>société anonyme</i> governed by French law, with its registered office at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.</p>
B.4b	<p><b>A description of any known trends affecting</b></p>	<p>The financial performance of Total is sensitive to a number of factors, the most significant being crude oil and natural gas prices, refining margins and exchange rates, in particular that of the dollar versus the euro.</p>

	<b>the Issuer and the industries in which it operates</b>																																																			
<b>B.5</b>	<b>Description of the Issuer's Group and the Issuer's position within the Group</b>	<p><b>Total</b></p> <p>Total is the fifth largest publicly-traded integrated international oil and gas company in the world and has a number of international subsidiaries, that together form the Total Group.</p> <p><b>Total Capital International</b></p> <p>Total Capital International is a direct and wholly-owned subsidiary of Total and acts as a finance company on behalf of the Total Group by issuing debt securities and commercial paper.</p>																																																		
<b>B.7</b>	<b>Selected financial information</b>	<p><b>Total</b></p> <p>The following table shows Total S.A.'s key figures related to the income statement and balance sheet (consolidated figures) as at 31 December 2012 and 2011 and for the three month periods ended 31 March 2013 and 31 March 2012.</p> <table border="1"> <thead> <tr> <th></th> <th>As at/for the period ended 31 March 2013</th> <th>As at/for the period ended 31 March 2012</th> <th>As at/for the year ended 31 December 2012 (audited)</th> <th>As at/for the year ended 31 December 2011 (audited)</th> </tr> </thead> <tbody> <tr> <td colspan="5">In millions of euros</td> </tr> <tr> <td>Total Assets.....</td> <td>176,062</td> <td>167,302</td> <td>171,829</td> <td>164,049</td> </tr> <tr> <td>Net Income for the period.....</td> <td>1,588</td> <td>3,680</td> <td>10,841</td> <td>12,581</td> </tr> <tr> <td>Share Capital.....</td> <td>5,915</td> <td>5,911</td> <td>5,915</td> <td>5,909</td> </tr> </tbody> </table> <p><b>Total Capital International</b></p> <p>The following table shows Total Capital International's key figures related to the income statement and balance sheet (consolidated figures) as at 31 December 2012 and 2011 and for the three month periods ended 31 March 2013 and 31 March 2012.</p> <table border="1"> <thead> <tr> <th></th> <th>As at/for the period ended 31 March 2013</th> <th>As at/for the period ended 31 March 2012</th> <th>As at/for the year ended 31 December 2012 (audited)</th> <th>As at/for the year ended 31 December 2011 (audited)</th> </tr> </thead> <tbody> <tr> <td colspan="5">In millions of euros</td> </tr> <tr> <td>Total Assets.....</td> <td>5,494.792</td> <td>1,579.942</td> <td>4,903.319</td> <td>0.258</td> </tr> <tr> <td>Net Income for the period.....</td> <td>0.232</td> <td>0.066</td> <td>0.253</td> <td>(0.006)</td> </tr> <tr> <td>Share Capital.....</td> <td>0.300</td> <td>0.300</td> <td>0.300</td> <td>0.300</td> </tr> </tbody> </table>		As at/for the period ended 31 March 2013	As at/for the period ended 31 March 2012	As at/for the year ended 31 December 2012 (audited)	As at/for the year ended 31 December 2011 (audited)	In millions of euros					Total Assets.....	176,062	167,302	171,829	164,049	Net Income for the period.....	1,588	3,680	10,841	12,581	Share Capital.....	5,915	5,911	5,915	5,909		As at/for the period ended 31 March 2013	As at/for the period ended 31 March 2012	As at/for the year ended 31 December 2012 (audited)	As at/for the year ended 31 December 2011 (audited)	In millions of euros					Total Assets.....	5,494.792	1,579.942	4,903.319	0.258	Net Income for the period.....	0.232	0.066	0.253	(0.006)	Share Capital.....	0.300	0.300	0.300	0.300
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<b>B.9</b>	<b>Profit forecast or estimate</b>	The Issuer has chosen not to include a profit forecast or estimate.																																																		

<b>B.10</b>	<b>Qualifications in the auditors' report</b>	<p>There were no qualifications in the audit report on historical financial information for Total.</p> <p>There were no qualifications in the audit report on historical financial information for Total Capital International.</p>
<b>B.12</b>	<b>No material adverse change and no significant change statements</b>	<p>There has been no significant change in the financial or trading position and no material adverse change in the prospects of Total since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position and no material adverse change in the prospects of Total Capital International since 31 December 2012.</p>
<b>B.13</b>	<b>Recent material events particular to the Issuer's solvency</b>	<p>There have been no recent events that are materially relevant to the evaluation of the solvency of Total since 31 December 2012.</p> <p>There have been no recent events that are materially relevant to the evaluation of the solvency of Total Capital International since 31 December 2012.</p>
<b>B.14</b>	<b>Extent to which the Issuer is dependent upon other entities within the Group</b>	See Element B.5
<b>B.15</b>	<b>Principal activities of the Issuer</b>	<p><b>Total</b></p> <p>Together with its subsidiaries and affiliates, Total is the fifth largest publicly-traded integrated international oil and gas company in the world<sup>1</sup>.</p> <p>With operations in more than 130 countries, Total has activities in every sector of the oil industry, including in the Upstream (oil and gas exploration, development and production and liquefied natural gas ("LNG")) and Downstream (refining, petrochemicals, specialty chemicals, marketing and the trading and shipping of crude oil and petroleum products) segments.</p> <p><b>Total Capital International</b></p> <p>Total Capital International acts as a finance company on behalf of the Total Group by issuing debt securities. The development of the business of Total Capital International is largely determined by the financial requirements of the Total Group companies both in France and abroad.</p> <p>Total Capital International has no subsidiaries.</p>
<b>B.16</b>	<b>Extent to which the Issuer is directly or indirectly owned or controlled</b>	<p><b>Total</b></p> <p>Total is a publicly traded company with a diverse range of shareholders and is the immediate parent company of Total Capital, Total Capital Canada and Total Capital International.</p> <p><b>Total Capital International</b></p>

<sup>1</sup> Based on market capitalisation (in dollars) as of 31 December 2012.

		Total Capital International is a direct and wholly-owned subsidiary of Total. Total Capital International has an authorised and issued capital of Euro 300,000 consisting of 30,000 fully paid-up ordinary shares of Euro 10 each, all held beneficially by Total.
<b>B.17</b>	<b>Credit ratings relating to the Notes</b>	The Notes to be issued have been rated: Standard & Poor's: AA- Moody's: Aa1
<b>B.18</b>	<b>Nature and scope of the Guarantee</b>	The payment of all amounts due in relation to Notes (the "Guarantee") issued by Total Capital International is irrevocably and unconditionally guaranteed by Total (the "Guarantor"), pursuant to a Deed of Covenant dated 18 April 2013.
<b>B.19</b>	<b>Information about the Guarantor</b>	Please see the elements above in this Section B regarding Total S.A., as Guarantor.

<b>Section C - Securities</b>		
<b>C.1</b>		<p>Series Number: 79</p> <p>Tranche Number: 1</p> <p>Aggregate Nominal Amount:</p> <p>Series: NOK 600,000,000</p> <p>Tranche: NOK 600,000,000</p> <p>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</p> <p>ISIN Code: XS0942996249</p> <p>Common Code: 094299624</p> <p>WKN: A1HL45</p> <p>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</p>
<b>C.2</b>	<b>Currencies</b>	The currency of the Notes is: Norwegian Krone
<b>C.5</b>	<b>Description of any restrictions on the free transferability of the Notes</b>	Regulation S Compliance Category 2; TEFRA D
<b>C.8</b>	<b>Description of rights attached to the Notes</b>	<p><b>Issue price</b></p> <p>101.532 per cent. of the Aggregate Nominal Amount</p>



<p><b>including ranking and limitations to those rights</b></p>	<p><b>Specified denomination</b></p> <p>NOK 10,000</p> <p><b>Status of the Notes</b></p> <p>The Notes will constitute unsecured and unsubordinated obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves save for such exceptions as may be provided by applicable legislation and subject to the status of the guarantee described below, shall rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the Issuer, present or future.</p> <p><b>Status of the Guarantee</b></p> <p>The payment obligations under the Guarantee constitute direct, unconditional and unsecured obligations of the Guarantor and shall, save for such exceptions as may be provided by applicable legislation relating to creditors' rights in the event of insolvency, at all times rank at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Guarantor, present and future.</p> <p><b>Cross Default</b></p> <p>There is no cross default.</p> <p><b>Negative pledge</b></p> <p>There is no negative pledge.</p> <p><b>Events of Default</b></p> <p>Pursuant to Condition 9 of the Terms and Conditions of the Notes, Notes may become immediately due and repayable by notice by a holder upon occurrence of certain events of default such as the non-payment of amounts due under the Notes on their due date, breach of any obligation relating to the Notes or insolvency (or other similar proceeding) of the Issuer.</p> <p><b>Withholding tax</b></p> <p>All payments of principal and interest by or on behalf of Total Capital International in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France, unless such withholding or deduction is required by law.</p> <p><b>Governing law</b></p> <p>The Notes will be governed by English law.</p> <p><b>Meetings of Holders</b></p> <p>The terms of the Notes contain provisions for calling meetings of holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders including holders that did not attend and vote at the relevant meeting and holders that voted in a manner contrary to the majority.</p>
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C.9	<b>Interest, maturity and redemption provisions, yield and representation of the Noteholders</b>	<p>See Element C.8 above for the rights attached to the Notes, ranking and limitations.</p> <p><b>Fixed Rate Notes</b> Applicable (further particulars specified in item 14 of Part A of these Final Terms)</p> <p><b>Floating Rate Notes</b> Not Applicable</p> <p><b>Zero Coupon Notes</b> Not Applicable</p> <p><b>Maturity</b> 14 June 2018</p> <p><b>Redemption</b> Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date (see above) at 100 per cent. of their nominal amount.</p> <p><b>Optional Redemption</b></p> <table border="0" data-bbox="470 761 1428 851"> <tr> <td>Call option</td> <td>Not Applicable</td> </tr> <tr> <td>Put option</td> <td>Not Applicable</td> </tr> </table> <p><b>Early Redemption</b></p> <table border="0" data-bbox="470 918 1428 963"> <tr> <td>Early Redemption Amount:</td> <td>Par per Calculation Amount</td> </tr> </table> <p><b>Indication of yield</b></p> <p>Yield: 2.173 per cent. per annum</p>	Call option	Not Applicable	Put option	Not Applicable	Early Redemption Amount:	Par per Calculation Amount
Call option	Not Applicable							
Put option	Not Applicable							
Early Redemption Amount:	Par per Calculation Amount							
C.11	<b>Listing and admission to trading</b>	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 14 June 2013						

<b>Section D –Risk Factors</b>		
D.2	<b>Key information on the key risks that are specific to the Issuer or its industry</b>	<p>There are certain factors that may affect the Issuer’s ability to fulfil their obligations under Notes issued under the Programme. These risk factors are related to the Issuer, its operations, industry and its structure. These risk factors include, without limitation:</p> <p>The group and its business are subject to various risks relating to changing competitive, economic, legal, political, social, industry, business and financial conditions. Its operations and profit could be affected mainly by:</p> <ul style="list-style-type: none"> <li>• market risks: <ul style="list-style-type: none"> <li>• sensitivity to market environment such as crude oil and natural gas prices, refining margins and exchange rates;</li> <li>• oil and gas market related risks due to the oil and gas trading activities of the Group;</li> <li>• financial markets related risks due to its exposure to changes in interest rates and foreign exchanges rates;</li> </ul> </li> </ul>

		<ul style="list-style-type: none"> <li>• counterparty risk;</li> <li>• currency exposure due to various functional currencies used by Group entities;</li> <li>• short-term interest rate exposure and cash due to the cash balances which are primarily composed of euros and dollars;</li> <li>• interest rate risk on non-current debt;</li> <li>• sensitivity analysis on interest rate and foreign exchange risk;</li> <li>• stock market risk due to the Group interests in a number of publicly-traded companies;</li> <li>• liquidity risk;</li> <li>• credit risk due to the risk of the counterparty to a contract failing to perform or pay the amounts due;</li> <li>• industrial and environmental risks;</li> <li>• other risks: <ul style="list-style-type: none"> <li>• economic environment due to the effects of changing commodity prices;</li> <li>• risks related to the Group's long-term profitability which depends on cost effective discovery, acquisition and development of new reserves;</li> <li>• major projects and production growth which depend on the delivery of its major development projects;</li> <li>• equity affiliates may reduce the degree of control, as well as the ability of the Group to identify and manage risks;</li> <li>• risks related to economic or political factors due to the fact that TOTAL has production and reserves located in politically, economically and socially unstable areas;</li> <li>• ethical misconduct and non compliance risks;</li> <li>• legal aspects of the Upstream segment's activities which are subject to a broad range of regulations in various countries;</li> <li>• legal aspects of the Group's other segment's activities which are also subject to a wide range of regulations (Group's Refining &amp; Chemicals and Marketing &amp; Services);</li> <li>• competition law;</li> <li>• critical IT system services and information security;</li> <li>• countries targeted by economic sanctions;</li> <li>• risks related to competition;</li> </ul> </li> </ul>
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		<ul style="list-style-type: none"> <li>• legal and arbitration proceedings; and</li> <li>• insurance and risk management.</li> </ul>
<b>D.3</b>	<b>Key information on the key risks that are specific to the Notes</b>	<p>There are certain factors which are material for the purpose of assessing the risks associated with Notes issued under the Programme, including the following :</p> <p>General risks relating to the Notes:</p> <ul style="list-style-type: none"> <li>• the Notes may not be a suitable investment for all investors;</li> <li>• independent review and advice;</li> <li>• potential conflicts of interest;</li> <li>• legality of purchase;</li> <li>• modification and waiver;</li> <li>• change of law;</li> <li>• French insolvency law;</li> <li>• limited events of default and covenants.</li> </ul> <p>Risks related to the market generally:</p> <ul style="list-style-type: none"> <li>• a Noteholder’s actual yield on the Notes may be reduced from the stated yield by transaction costs;</li> <li>• the trading market for debt securities may be volatile and may be adversely impacted by many events;</li> <li>• an active trading market for the Notes may not develop;</li> <li>• credit ratings may not reflect all risks.</li> </ul> <p>Risks related to the structure of a particular issue of Notes:</p> <ul style="list-style-type: none"> <li>• foreign currency bonds expose investors to foreign-exchange risk as well as to issuer risk.</li> </ul> <p>Risks relating to taxation:</p> <ul style="list-style-type: none"> <li>• taxation generally;</li> <li>• EU Savings Directive;</li> <li>• a Noteholder’s effective yield on the Notes may be diminished by the tax impact on that Noteholder of its investment in the Notes.</li> </ul>

<b>Section E - Offer</b>		
<b>E.2b</b>	<b>Reason for the offer and use of proceeds</b>	As set out in “Use of Proceeds” in the Debt Issuance Prospectus dated 18 April 2013
<b>E.3</b>	<b>Terms and conditions of the offer</b>	Any Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangement in place between such Authorised Offeror and such Investor including as to price, allocation and settlement arrangements.

Offer Price:	101.532 per cent.
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.
Description of the application process:	Not Applicable
Description of possibility to reduce subscriptions and manner for 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, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
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

Consent of the Issuer to use the Debt Issuance Programme Prospectus during the Offer Period: Not Applicable

Authorised Offeror(s) in the various countries where the offer takes place:

**LEAD MANAGERS**

**CIBC WORLD MARKETS PLC**

150 Cheapside  
London  
EC2V 6ET  
United Kingdom

**DEUTSCHE BANK AG, LONDON BRANCH**

Winchester House  
1 Great Winchester Street  
London  
EC2N 2DB  
United Kingdom

**CO-LEAD MANAGERS**

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**

28<sup>th</sup> Floor  
40 Bank Street  
London E14 5EJ  
United Kingdom

**BANK VONTOBEL AG ZÜRICH**

Gotthardstrasse  
8022 Zurich  
Switzerland

**KBC BANK NV**

Havenlaan 12  
B-1080 Brussels  
Belgium

**KBL EUROPEAN PRIVATE BANKERS SA**

43 boulevard Royal  
L-2955 Luxembourg  
Grand Duchy of Luxembourg

**RBC EUROPE LIMITED**

Riverbank House  
2 Swan Lane  
London EC4R 3BF  
United Kingdom

		<p><b>THE TORONTO-DOMINION BANK</b>  60 Threadneedle Street  London EC2R 8AP  United Kingdom</p> <p><b>ZÜRCHER KANTONALBANK</b>  Josefstrasse 222  8005 Zurich  Switzerland</p> <p>Conditions attached to the consent of the Issuer to use the Debt Issuance Programme Prospectus: Not Applicable</p>
<b>E.4</b>	<b>Interests of natural and legal persons involved in the issue of the Notes</b>	Save as discussed in the “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, including conflicting interests.
<b>E.7</b>	<b>Estimated expenses charged to investor by the Issuer or the offeror</b>	Not applicable, there are no expenses charged to the investor by the Issuer

