

Final Terms dated 22 March 2013

## TOTAL CAPITAL INTERNATIONAL

**Issue of EUR 250,000,000 2.125 per cent. Guaranteed Notes due 2023 (the "Notes") to be consolidated and form a single series with the existing EUR 500,000,000 2.125 per cent. Guaranteed Notes due 2023 (the "Existing Notes") issued under the €20,000,000,000 Euro Medium Term Note Programme**

## 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 7 June 2012 which received visa no. 12-248 from the *Autorité des marchés financiers* (the "AMF") on 7 June 2012, the First Supplement to the Debt Issuance Programme Prospectus dated 6 August 2012 which received visa no. 12-398 from the AMF on 6 August 2012, the Second Supplement to the Debt Issuance Programme Prospectus dated 12 November 2012 which received visa no. 12-539 from the AMF on 12 November 2012, the Third Supplement to the Debt Issuance Programme Prospectus dated 20 February 2013 which received visa no. 13-049 from the AMF on 20 February 2013, and the Fourth Supplement to the Debt Issuance Programme Prospectus dated 12 March 2013 which received visa no. 13-071 on 12 March 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "2010 PD Amending Directive")) (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 and the supplements thereto. The Debt Issuance Programme Prospectus and the supplements thereto are available for viewing on the website of the AMF ([www.amf-france.org](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.

- |    |      |                 |                             |
|----|------|-----------------|-----------------------------|
| 1. | (i)  | Issuer:         | Total Capital International |
|    | (ii) | Guarantor:      | Total S.A.                  |
| 2. | (i)  | Series Number:  | 74                          |
|    | (ii) | Tranche Number: | 2                           |

The Notes will be consolidated, form a single series and be interchangeable for trading purposes with the Existing Notes upon exchange of the Temporary Global Note for interests in the Permanent Global Note representing the Notes as described in paragraph 24 below, upon certification as to non-U.S. beneficial ownership, expected to occur on or after the first day following the expiry of 40 days after the Issue Date (the "Exchange Date").

3.	Specified Currency or Currencies:	Euro ("EUR")
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	EUR 750,000,000
	(ii) Tranche:	EUR 250,000,000
5.	Issue Price:	100.240 per cent. of the Aggregate Nominal Amount of this Tranche plus an amount of EUR 160,102.74 corresponding to accrued interest from, and including, the Interest Commencement Date to, but excluding, the Issue Date (11 days).
6.	(i) Specified Denomination:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	26 March 2013
	(ii) Interest Commencement Date:	15 March 2013
8.	Maturity Date:	15 March 2023
9.	Interest Basis:	2.125 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, unsecured and unsubordinated
	(ii) Status of the Guarantee:	Senior, unsecured and unsubordinated
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	Board Resolutions of the Issuer dated 19 December 2012 and of the Guarantor dated 12 February 2013
14.	Method of distribution:	Syndicated
15.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	15 March in each year from, and including, 15 March 2014 to, and including, the Maturity Date, not adjusted
	(iii) Fixed Coupon Amount:	EUR 2,125 per Calculation Amount payable on each Interest Payment Date
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	15 March in each year

(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable
20.	<b>Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Calculation Amount
23.	<b>Early Redemption Amount</b>	As per the Conditions
	Early Redemption Amount 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:	<b>Bearer Notes</b> 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:	Yes
26.	Financial Centres or other special provisions relating to Payment Dates:	London, New York, 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 of each instalment, date on which each	Not Applicable

payment is to be made:

30. Redenomination, renominatisation and Not Applicable  
reconvening provisions:
31. Consolidation provisions: Not Applicable
32. Other final terms: Not Applicable

#### DISTRIBUTION

33. (i) If syndicated, names of Managers: Barclays Bank PLC  
Merrill Lynch International
- (ii) Stabilising Managers: Not Applicable
34. If non-syndicated, name of Dealer: Not Applicable
35. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
36. Additional selling restrictions: Not Applicable

#### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on 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:



By: **HUMBERT DE WENDEL**

Duly authorised

Signed on behalf of the Guarantor:



By: **HUMBERT DE WENDEL**

Duly authorised

## **PART B - OTHER INFORMATION**

### **1 LISTING AND ADMISSION TO TRADING**

- (i) 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 [26] March 2013.
- (ii) Estimate of total expenses related to admission to trading: EUR 5900

### **2 RATINGS**

- Ratings: The Notes to be issued are expected to be rated:  
S & P: AA-  
Moody's: Aa1

Standard & Poor's Credit Market Services France SAS ("**S & P**") and Moody's Investors Service Ltd. ("**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 ISSUE**

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 the section entitled "Use of Proceeds" in the Debt Issuance Programme Prospectus dated 7 June 2012
- (ii) Estimated net proceeds: EUR 250,092,602.74 (including accrued interest)

### **5 Fixed Rate Notes only - YIELD**

- Indication of yield: 2.098 per cent. per annum.
- 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:	XS0909374133 until the Exchange Date; XS0830194501 thereafter
Common Code:	090937413 until the Exchange Date; 083019450 thereafter
Any clearing system other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Name and address of initial Paying Agent:	Citibank, N.A., London Branch (Principal Paying Agent)
Name and address of additional Paying Agent (if any):	Citibank International plc (Paris Paying Agent)
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.