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**ERNST & YOUNG Audit**  
Tour First  
TSA 14444  
92037 Paris-La Défense Cedex  
S.A.S. à capital variable  
344 366 315 R.C.S. Nanterre  
France

# Total Capital

***Statutory auditors' report on the financial statements***

Year ended December 31, 2018

Total Capital

2, place Jean Millier - La Défense 6 - 92400 Courbevoie - France

*This report contains 26 pages*



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*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.*

*This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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## **Total Capital**

Registered office: 2, place Jean Millier - La Défense 6 - 92400 Courbevoie - France  
Share capital: €.300,000

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

Year ended December 31, 2018

To the annual general meeting of Total Capital,

### **Opinion**

In compliance with the engagement entrusted to us by your annual general meetings we have audited the accompanying financial statements of Total Capital for the year ended December 31, 2018.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2018 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Board of Directors acting as Audit Committee.

### **Basis for Opinion**

#### **Audit Framework**

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

### ***Independence***

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2018 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

### ***Justification of Assessments - Key Audit Matters***

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we are required to inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

We have no key audit matters to communicate in our report.

### ***Verification of the Management Report, of the Other Documents on the Financial Position and the Financial Statements and of the Information Contained in the Report on Corporate Governance Provided to the Shareholders***

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

#### *Information in the management report and other documents on the financial position and the financial statements sent to the shareholders*

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment terms, required under Article D.441-4 of the French Commercial Code (*Code de commerce*).

#### *Corporate Governance information*

We have verified that the requirements of Articles L. 225-37-3 L. 225-37-4 of the French Commercial Code (*Code de commerce*) have been properly disclosed in the Corporate Governance section of the Board of Directors' management report.

In accordance with French law, we inform you that, contrary to the requirements of Article L. 225-37-3 of the French Commercial Code (*Code de commerce*), your Company has not included in

the Corporate Governance section of the Board of Directors' management report the information relating to remunerations and benefits received by the directors and any other commitments made in their favor. Consequently, we cannot attest the accuracy and fair presentation of this information.

### **Report on Other Legal and Regulatory Requirements**

#### ***Appointment of the Statutory Auditors***

We were appointed as statutory auditors of Total Capital by the annual general meeting held on September 29, 1999 for KPMG S.A. and on March 29, 2006 for ERNST & YOUNG Audit.

As at 31 December, 2018, KPMG S.A. was in the 20<sup>th</sup> year of total uninterrupted engagement and ERNST & YOUNG Audit was in the 13<sup>th</sup> year.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Board of Directors acting as Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

#### **Statutory Auditors' Responsibilities for the Audit of the Financial Statements**

##### ***Objectives and audit approach***

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

*Report to the Board of Directors acting as Audit Committee.*

We submit a report to the Board of Directors acting as Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Board of Directors acting as Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters. We describe these matters in this audit report.

We also provide the Board of Directors acting as Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537-2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Board of Directors acting as Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, February 6, 2019

The statutory auditors

French original signed by

KPMG Audit  
Département de KPMG S.A.

ERNST & YOUNG Audit

Jacques-François Lethu  
Partner

Yvon Salaün  
Partner

**TOTAL CAPITAL  
2, PLACE JEAN MILLIER  
LA DEFENSE 6  
92400 COURBEVOIE  
R.C.S. 428 292 023**

**FINANCIAL STATEMENTS  
AS OF 31 DECEMBER 2018**

TOTAL CAPITAL

- BALANCE SHEET AS OF 31 DECEMBER 2018
- INCOME STATEMENT AS OF 31 DECEMBER 2018
- CASH FLOW STATEMENT AS OF 31 DECEMBER 2018
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TOTAL CAPITAL

**BALANCE SHEET  
AS OF 31 DECEMBER 2018**

## TOTAL CAPITAL

## BALANCE SHEET AS OF 31 DECEMBER 2018

(in euros)

ASSETS	31-Dec-18			31-Dec-17	LIABILITIES	31-Dec-18	31-Dec-17
	Gross	Amortizations, deprecations and provisions	Net				
<b>FIXED ASSETS</b>					<b>SHAREHOLDERS' EQUITY (note 4)</b>		
<b>FINANCIAL ASSETS (note 2)</b>	<b>5,900,680,928</b>		<b>5,900,680,928</b>	<b>6,762,414,128</b>	<b>Capital</b>	<b>300,000</b>	<b>300,000</b>
Long-term loans after swaps	5,333,393,013		5,333,393,013	5,872,932,381	<b>Reserves</b>	<b>2,403,377</b>	<b>1,158,946</b>
Drawdowns on credit facilities	519,289,185		519,289,185	845,684,825	Legal Reserves	30,000	30,000
Accrued interests on long-term loans after swaps	46,552,200		46,552,200	42,345,099	Retained Earnings	2,373,377	1,128,946
Accrued interests on credit facilities	1,446,530		1,446,530	1,451,823			
<b>SUB TOTAL I</b>	<b>5,900,680,928</b>		<b>5,900,680,928</b>	<b>6,762,414,128</b>	<b>Income for fiscal year</b>	<b>6,375,415</b>	<b>1,244,431</b>
					<b>SUB TOTAL I</b>	<b>9,078,792</b>	<b>2,703,377</b>
<b>CURRENT ASSETS</b>					<b>PROVISIONS</b>		
<b>ACCOUNTS RECEIVABLE (note 3)</b>	<b>1,792,989,511</b>		<b>1,792,989,511</b>	<b>838,367,714</b>	<b>SUB TOTAL II</b>		
Current accounts and inter-company loans	819,392		819,392	110,999	<b>LIABILITIES</b>		
Deposits and security deposits	1,398,920,000		1,398,920,000	522,750,000	<b>Debenture loans and similar debt debentures (note 5)</b>	<b>5,900,579,246</b>	<b>6,762,312,933</b>
Related account receivables					Debenture loans after hedge swaps	5,852,682,198	6,718,617,207
Other receivables	31,043		31,043	31,059	Accrued interests on debenture loans after swaps	47,897,048	43,695,726
Accrued income / dedicated swaps	393,219,076		393,219,076	315,317,775			
Cash available				157,881	<b>Miscellaneous borrowings and financial debts (note 6)</b>	<b>1,781,147,526</b>	<b>834,853,018</b>
					Commercial Papers	147,760,000	248,490,000
					Bank and security deposits	1,239,522,132	271,049,144
					Creditor current accounts	645,796	28,130
					Related accounts payables / miscellaneous financial liabilities	393,219,598	315,285,744
					Accrued liabilities / dedicated swaps		
					Diverse liabilities		
					<b>Operating liabilities (note 7)</b>	<b>2,864,875</b>	<b>912,514</b>
					Trade notes and account payables	146,981	504,513
					Tax and social liabilities	2,717,894	408,001
<b>SUB TOTAL II</b>	<b>1,792,989,511</b>		<b>1,792,989,511</b>	<b>838,367,714</b>	<b>SUB TOTAL III</b>	<b>7,684,591,647</b>	<b>7,598,078,465</b>
<b>PREPAID EXPENSES III</b>					<b>PREPAID INCOME IV</b>		
<b>TOTAL (I+II+III)</b>	<b>EUR</b>	<b>7,693,670,439</b>		<b>7,693,670,439</b>	<b>TOTAL (I+II+III+IV)</b>	<b>EUR</b>	<b>7,693,670,439</b>
							<b>7,600,781,842</b>

TOTAL CAPITAL

**INCOME STATEMENT  
AS OF 31 DECEMBER 2018**

**TOTAL CAPITAL**

(in euros)

**INCOME STATEMENT AS OF 31 DECEMBER 2018**

<b>EXPENSES</b>	<b>31-Dec-18</b>	<b>31-Dec-17</b>	<b>INCOME</b>	<b>31-Dec-18</b>	<b>31-Dec-17</b>
<b>OPERATING EXPENSES (note 8)</b>			<b>OPERATING INCOME</b>		
External expenses Taxes	1,439,899 127	1,312,428 125	Miscellaneous income		
<b>SUB TOTAL I</b>	<b>1,440,026</b>	<b>1,312,553</b>	<b>SUB TOTAL I</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 commercial papers Interests on NEU CP (ex Billets de Trésorerie) Interests on loans Interests on current accounts Interests on bank and security deposits Interests on dedicated swaps Other financial expenses and swap points Foreign exchange loss Diverse financial expenses	232,377,038 19,859,315  64,508 3,017,996 1,732,797,721 190,931 774,791	223,818,246  67,234 4,190,610 1,140,275,614 234,580	Interests on loans after swaps Interests on long-term loans Interests on credit facilities Interests on inter-company loans Interests on current accounts Interests on bank and security deposits Income from dedicated swaps Other interests, similar income and swap points Foreign exchange income Diverse financial interests	89,330,811 141,786,775 3,578,105  19,762,120 862,647 1,733,166,636 190,931 11,487,447	90,397,368 130,379,322 5,317,081  6,085 559,936 1,140,513,944 234,580 617,218 3,739,949
<b>SUB TOTAL II</b>	<b>1,989,082,300</b>	<b>1,368,586,284</b>	<b>SUB TOTAL II</b>	<b>2,000,165,472</b>	<b>1,371,765,483</b>
<b>EXTRAORDINARY EXPENSES</b>			<b>EXTRAORDINARY INCOME</b>		
<b>SUB TOTAL III</b>	<b>0</b>	<b>0</b>	<b>SUB TOTAL III</b>	<b>0</b>	<b>0</b>
<b>INCOME TAX IV</b>	<b>3,267,731</b>	<b>622,215</b>			
<b>NET INCOME FOR THE PERIOD</b>	<b>6,375,415</b>	<b>1,244,431</b>	<b>NET LOSS FOR THE PERIOD</b>		
<b>TOTAL</b>	<b>2,000,165,472</b>	<b>1,371,765,483</b>	<b>TOTAL</b>	<b>2,000,165,472</b>	<b>1,371,765,483</b>

**CASH FLOW STATEMENT  
AS OF 31 DECEMBER 2018**

## TOTAL CAPITAL

### CASH FLOW STATEMENT

in thousand of euros

	31-Dec-18	31-Dec-17
<hr/>		
<b>OPERATING CASH FLOW</b>		
Fiscal period income as of 31.12.2017		1,244
Fiscal period income as of 31.12.2018	6,375	
Decrease (increase) of working capital requirement	2,310	926
<b>Net Operating Cash Flow</b>	<b>8,685</b>	<b>2,170</b>
<hr/>		
<b>INVESTMENT CASH FLOW</b>		
Increase in long-term loans	(982,077)	210,483
Repayment of long-term loans	2,008,120	688,765
<b>Net Investment Cash Flow</b>	<b>1,026,043</b>	<b>899,248</b>
<hr/>		
<b>FINANCING CASH FLOW</b>		
Dividends paid		
Net loans issued	(1,073,124)	(639,979)
Changes in short-term financial liabilities	945,390	(1,782,887)
Changes in short-term receivables	(954,123)	1,780,638
<b>Net Financing Cash Flow</b>	<b>(1,081,857)</b>	<b>(642,228)</b>
<hr/>		
Cash increase (decrease)	(47,129)	259,190
Impact of foreign exchange fluctuations	47,129	(259,190)
Cash at the beginning of the period	0	0
<b>Cash at the end of the period</b>	<b>0</b>	<b>0</b>

TOTAL CAPITAL

## **APPENDIX**

# APPENDIX

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## TOTAL CAPITAL

### SIGNIFICANT EVENTS

In the fourth quarter of 2018, Total Capital continued its activity on debt capital markets through various debt issuance programmes, in particular commercial paper, together with a management of interest rate risk.

For short-term borrowings, Total Capital can issue under Commercial Paper programmes (US CP, EURO CP) and under a NEU CP (ex Billets de Trésorerie) programme.

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

During the fourth quarter of 2018, Total Capital issued 1 B USD under the Group's US SEC Registered Shelf programme (guaranteed by TOTAL S.A.) on October 11, 2018.

Total Capital's issuance programmes have long-term and short-term ratings by Standard and Poor's: A+/A-1, and by Moody's: Aa3/P-1. These ratings were made possible thanks to TOTAL S.A.'s guarantee granted to these programmes. TOTAL S.A. has a long-term and a short-term rating by Standard and Poor's: A+/A-1 with a Stable outlook, and by Moody's: Aa3/P-1 with a Positive outlook.

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, 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'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 does not use translation adjustment accounts but reevaluates balance sheet and off-balance sheet entries whose impact is recorded in the income statement.

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'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.

## TOTAL CAPITAL

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 after swaps 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.

### ✓ Presentation of interests on swaps hedging debenture loans

Interests on debenture loans are presented net of swaps. This presentation establishes consistency between the profit and loss statement and the balance sheet (Debenture loans were presented after their reevaluation for foreign exchange variations on associated swaps) and enables a direct assessment of the final cost of debt. On the balance sheet, accrued interests on debenture loans are also disclosed net of accrued interests on swaps.

## TOTAL CAPITAL

### Note 2 : FINANCIAL ASSETS

Long-term investments are comprised of:

- drawdowns on credit facilities in euros with Total S.A. for a nominal amount of 0.519 Billion euros,
- long-term loans in US dollars with Total S.A. for a nominal amount of 1.092 Billion euros,
- variable-rate long-term loans in US dollars with Total Treasury for a nominal amount of 0.555 Billion euros,
- long-term loans in euros and US dollars with Total Finance for a nominal amount of 3.447 Billion euros.

Loans in euros are presented after swaps.

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

#### a) Changes in financial assets

FINANCIAL ASSETS	POSITION AT THE OPENING OF FISCAL YEAR	INCREASES ACQUISITIONS CONTRIBUTIONS	DECREASES DISPOSALS	GROSS VALUE AT CLOSING	in thousand of euros
Long-term loans after swaps	5,872,932	1,098,262	1,637,801	5,333,393	
Drawdowns on credit facilities	845,685		326,396	519,289	
Accrued interests on long-term loans <sup>(1)</sup>	42,345	46,742	42,536	46,552	
Accrued interests on credit facilities	1,452	1,447	1,452	1,447	
<b>TOTAL</b>	<b>6,762,414</b>	<b>1,146,451</b>	<b>2,008,185</b>	<b>5,900,681</b>	

#### b) Financial assets repayment schedule

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS	in thousand of euros
Long-term loans after swaps	5,333,393	989,507		2,520,524	1,823,362
Drawdowns on credit facilities	519,289	519,289			
Accrued interests on long-term loans <sup>(1)</sup>	46,552	46,552			
Accrued interests on credit facilities	1,447	1,447			
<b>TOTAL</b>	<b>5,900,681</b>	<b>1,556,795</b>	<b>2,520,524</b>	<b>1,823,362</b>	

(1) including accrued interests net of swaps associated with loans

### Note 3: ACCOUNTS RECEIVABLE

#### Accounts Receivable schedule

The amount of Account Receivables with Total Treasury is not material, it represents 819 thousand euros.

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS	in thousand of euros
Current accounts and inter-company loans	819	819			
Accrued interest (inter-company loans, current accounts)					
Deposits and security deposits <sup>(2)</sup>	1,398,920	1,398,920			
Other receivables	31	31			
Accrued income on swaps and forward transactions <sup>(3)</sup>	393,219	393,219			
Cash available		0			
<b>TOTAL</b>	<b>1,792,989</b>	<b>1,792,989</b>			

(2) Deposits made by banks in relation to margin call agreements to limit counterparty risk. It mainly concerns swaps associated with debenture loans.

(3) Swaps made for the account of Total Capital Canada and Total Capital International.

Accrued income on swaps associated with debenture loans or long-term loans is related to the interests from these debentures and loans.

## TOTAL CAPITAL

### Note 4: SHAREHOLDERS' EQUITY

#### a) Changes in Shareholders' Equity

in thousand of euros			
2017	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2016	POSITION AS OF 31/12/2017
Share capital	300		300
Legal reserve	30		30
Retained earnings	987	142	1,129
Income for fiscal year 2016	142	(142)	
Dividend distribution			
Income as of 31/12/2017			1,244
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>1,459</b>	<b>0</b>	<b>2,703</b>

in thousand of euros			
2018	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2017	POSITION AS OF 31/12/2018
Share capital	300		300
Legal reserve	30		30
Retained earnings	1,129	1,244	2,373
Income for fiscal year 2017	1,244	(1,244)	
Dividend distribution		0	
Income as of 31/12/2018			6,375
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>2,703</b>	<b>0</b>	<b>9,079</b>

#### b) Structure of the Share Capital

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

TOTAL SA	29,994	shares representing	99.98%
DIRECTORS	6	shares representing	0.02%

**TOTAL CAPITAL**

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

The debenture loans are first shown below before conversion into EUR and then converted into EUR based on the exchange rates at the end of the year. They are redeemed at maturity.

As of 31-Dec-2018							As of 31-Dec-2017	
Nominal in specific currency	Currency		In thousand euros	LESS THAN A YEAR in thousand euros	BETWEEN 1 AND 5 YEARS in thousand euros	MORE THAN 5 YEARS in thousand euros	In specific currency	In thousand euros
2,650,000,000	EUR	as of 31.12.2017	2,650,000	1,200,000	500,000	950,000	2,650,000,000	2,650,000
750,000,000	HKD	as of 31.12.2017	83,635	83,635			750,000,000	80,026
3,250,000,000	USD	as of 31.12.2017 1,000 M USD 3.883%	1,965,066 873,362.45		1,965,066	873,362	3,250,000,000	2,709,914
<b>TOTAL</b>			<b>5,572,063</b>	<b>1,283,635</b>	<b>2,465,066</b>	<b>1,823,362</b>		<b>5,439,940</b>

Most of the debenture loans have been swapped from fixed to floating rate into USD or EUR in order to match financing needs resulting from long term loans and drawdowns on credit facilities. The impacts of revaluation of swaps are presented below.

	As of 31-Dec-2018				As of 31-Dec-2017	
	In thousand euros	LESS THAN A YEAR in thousand euros	BETWEEN 1 AND 5 YEARS in thousand euros	MORE THAN 5 YEARS in thousand euros	In specific currency	In thousand euros
Total debenture loans before hedge swaps	5,572,063	1,283,635	2,465,066	1,823,362		6,588,594
Impact of Revaluation of hedge swaps	280,619	82,322	55,459	142,838		130,023
Total debenture loans after hedge swaps	5,852,682	1,365,957	2,520,525	1,966,200		6,718,617
Interest accrued / debenture loans after swaps <sup>(1)</sup>	47,897	47,897				43,696
<b>TOTAL</b>	<b>5,900,579</b>	<b>1,413,854</b>	<b>2,520,525</b>	<b>1,966,200</b>		<b>6,762,313</b>

(1) including interest accrued on swaps associated with debenture loans

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

Financial debt is over 69 % with Total Treasury for an amount of 1,240 Million euros.

**Repayment schedule for miscellaneous borrowings and financial debts**

in thousand of euros

	31-Dec-18	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31-Dec-17
Commercial Papers					
Banks and security deposits <sup>(1)</sup>	147,760	147,760			248,490
Creditor current accounts	1,239,522	1,239,522			271,049
Related accounts payables / miscellaneous financial liabilities	646	646			28
Accrued liabilities / dedicated swaps <sup>(2)</sup>	393,220	393,220			315,286
<b>TOTAL OF DEBTS</b>	<b>1,781,148</b>	<b>1,781,148</b>	<b>0</b>	<b>0</b>	<b>834,853</b>

(1) Deposits made by banks in relation to margin call agreements to limit counterparty risk. It mainly concerns swaps associated with debenture loans.

(2) Accrued liabilities on dedicated swaps made for the account of Total Capital Canada and Total Capital International.

**Note 7: OPERATING LIABILITIES****Repayment schedule for operating liabilities**

in thousand of euros

	31-Dec-18	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31-Dec-17
Trade notes and accounts payable	147	147			505
Taxes and social liabilities	2,718	2,718			408
<b>TOTAL OF DEBTS</b>	<b>2,865</b>	<b>2,865</b>	<b>0</b>	<b>0</b>	<b>913</b>

TOTAL CAPITAL

**Note 8: OPERATING EXPENSES**

	31-Dec-18			31-Dec-17		
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total
External expenses						
Taxes	997	443	1,440	996	316	1,312
<b>TOTAL</b>	<b>997</b>	<b>443</b>	<b>1,440</b>	<b>996</b>	<b>316</b>	<b>1,312</b>

**Note 9: FINANCIAL EXPENSES**

	31-Dec-18			31-Dec-17		
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total
Interests on debenture loans after swaps <sup>(1)</sup>		232,377	232,377		223,818	223,818
Interests on Commercial Papers		19,859	19,859			
Interests on NEU CP (ex Billets de Trésorerie)						
Interests on current accounts	65		65	67		67
Interests on bank and security deposits		3,018	3,018		4,191	4,191
Interests on dedicated swaps <sup>(1)</sup>	721,164	1,011,634	1,732,798	522,351	617,925	1,140,276
Other expenses and similar charges	191		191	235		235
Diverse financial interests						
Foreign exchange loss <sup>(2)</sup>	775		775			
<b>TOTAL</b>	<b>722,195</b>	<b>1,266,888</b>	<b>1,989,082</b>	<b>522,653</b>	<b>845,934</b>	<b>1,368,586</b>

**Note 10: FINANCIAL INCOME**

	31-Dec-18			31-Dec-17		
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total
Interests on loans after swaps <sup>(1)</sup>		89,331	89,331		90,397	90,397
Interests on long-term loans	141,787		141,787	130,379		130,379
Interests on credit facilities	3,578		3,578	5,317		5,317
Interests on inter-company loans						
Interests on current accounts		19,762	19,762	6		6
Interests on bank and security deposits		863	863		560	560
Income from dedicated swaps <sup>(1)</sup>	1,009,258	723,908	1,733,166	621,315	519,199	1,140,514
Other interests and similar income		191	191		235	235
Diverse financial interests		11,487	11,487		3,740	3,740
Foreign exchange profits <sup>(2)</sup>					617	617
<b>TOTAL</b>	<b>1,243,954</b>	<b>756,211</b>	<b>2,000,165</b>	<b>847,414</b>	<b>524,351</b>	<b>1,371,765</b>

(1) Expenses and incomes from swaps associated with debenture loans or long-term loans are related to interests from these debentures and loans. They are presented after netting.  
Expenses and incomes on swaps are interests attached to swaps made for the account of Total Capital Canada and Total Capital International.

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

	in thousand of euros	
	31-Dec-18	31-Dec-17
Foreign exchange losses	(215,816)	(319,827)
Foreign exchange profits	215,041	320,444
<b>TOTAL</b>	<b>(775)</b>	<b>617</b>

**TOTAL CAPITAL**

**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 thousand of euros

MANAGEMENT OF INTEREST RATE RISK	31-Dec-18						31-Dec-17
	TOTAL	2019	2020	2021	2022	2023 and after	TOTAL
Swaps / hedging fixed interest bond issues *							
Notional amount	3,606,997	1,283,635			500,000	1,823,362	4,576,039
Swaps / hedging floating interest bond issues *							
Notional amount	500,000				500,000		1,096,232
Long-term cross-currency swaps							
Fixed interest rate lending swaps	20,336,648	1,201,384	1,492,358	1,262,214	1,659,882	14,720,810	17,650,265
Notional amount							
Variable interest rate lending swaps	22,074,557	1,172,358	4,352,131	1,262,214	1,659,882	13,627,972	19,309,587
Notional amount							
Interest rate swaps							
Fixed interest rate lending swaps	16,203,606	1,528,384		1,310,044	1,048,035	12,317,143	15,534,434
Notional amount							
Variable interest rate lending swaps	16,203,606	1,528,384		1,310,044	1,048,035	12,317,143	15,534,434
Notional amount							
Share Buybacks option					2,096,070		2,001,167

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

in thousand of euros

MANAGEMENT OF FOREIGN EXCHANGE RISK	31-Dec-18						31-Dec-17
	TOTAL	2019	2020	2021	2022	2023 and after	TOTAL
Foreign exchange swaps							
Notional amount	112,000	32,000	32,000	32,000	16,000		144,000
Forward currency contracts							
Notional amount							

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

As of December 31, 2018 the details of the market valuation of derivative financial instruments are as follows:

in thousand of euros

	31-Dec-18		31-Dec-17
Swaps hedging bond issues	353,782	*	111,585
Short-term interest rate swaps		*	
Forward currency financial instruments		*	

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

**TOTAL CAPITAL****c) Other off-balance sheet commitments**

COMMITMENT CATEGORY	in thousand of euros			
	31-Dec-18		31-Dec-17	
	Affiliated Corporations	Others	Affiliated Corporations	Others
Commitments given				
- Credit facilities granted	6,000,000		15,100,000	
- Drawdowns on credit facilities	(519,289)		(845,685)	
- Non-utilised credit facilities	5,480,711		14,254,315	
Commitments received				
- Credit facilities allocated				
- Drawdowns on credit facilities				
- Non-utilised credit facilities				

**NOTE 12 : CONSOLIDATION**

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

**NOTE 13: FISCAL INTEGRATION**

A fiscal integration agreement was signed between Total Capital and TOTAL S.A.

Thus, since 1st January 2000, Total Capital, a subsidiary of TOTAL S.A., is included in the fiscal integration of TOTAL S.A.

**NOTE 14: STAFF AND MANAGEMENT BODIES**

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