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S.A.S à capital variable
344 366 315 R.C.S Nanterre
France

Total Capital

Statutory Auditors' Review Report on the Half-yearly Financial Information

For the period from January 1 to June 30, 2018
Total Capital
2, place Jean Millier - La Défense 6 - 92400 Courbevoie
This report contains 15 pages



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This is a free translation into English of the statutory auditors' review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Total Capital

Registered office: 2, place Jean Millier - La Défense 6 - 92400 Courbevoie
Share capital: €300.000

Statutory Auditors' Review Report on the Half-yearly Financial Information

For the period from January 1 to June 30, 2018

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meetings and in accordance with the requirements of article L. 451-1-2 III of the French Monetary and Financial Code ("*Code monétaire et financier*"), we hereby report to you on:

- The review of the accompanying condensed half-yearly financial statements of Total Capital, for the period from January 1 to June 30, 2018,
- The verification of the information presented in the half-yearly management report.

These condensed half-yearly financial statements are the responsibility of the Board of Directors. Our role is to express a conclusion on these financial statements based on our review.

I. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information 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 accompanying condensed half-yearly financial statements are not prepared, in all



material respects, in accordance with accounting rules and principles applicable in France.

II. Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed half-yearly financial statements.

Paris La Défense, July 25, 2018

The statutory auditors

French original signed by

Jacques-Francois Lethu
Partner

Yvon Salaün
Partner

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

**CONDENSED FINANCIAL STATEMENTS
AS OF 30 JUNE 2018**

TOTAL CAPITAL

- BALANCE SHEET AS OF 30 JUNE 2018
- INCOME STATEMENT AS OF 30 JUNE 2018
- CASH FLOW STATEMENT AS OF 30 JUNE 2018
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TOTAL CAPITAL

**BALANCE SHEET
AS OF 30 JUNE 2018**

TOTAL CAPITAL

(in euros)

BALANCE SHEET AS OF JUNE 30, 2018

ASSETS	30-Jun-18			31-Dec-17	LIABILITIES	30-Jun-18	31-Dec-17
	Gross	Amortizations depreciations and provisions	Net				
FIXED ASSETS					SHAREHOLDERS' EQUITY (note 3)		
FINANCIAL ASSETS (note 2)	6,605,316,756		6,605,316,756	6,762,414,128	Capital	300,000	300,000
Long-term loans after swaps	6,039,319,013		6,039,319,013	5,872,932,381	Reserves	2,403,377	1,158,946
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	45,299,904		45,299,904	42,345,099	Retained Earnings	2,373,377	1,128,946
Accrued interests on credit facilities	1,408,654		1,408,654	1,451,823			
					Income for fiscal year	4,850,695	1,244,431
SUB TOTAL I	6,605,316,756		6,605,316,756	6,762,414,128	SUB TOTAL I	7,554,072	2,703,377
CURRENT ASSETS					PROVISIONS		
ACCOUNTS RECEIVABLE	2,090,250,132		2,090,250,132	838,367,714	SUB TOTAL II		
Current accounts and inter-company loans	512,606,469		512,606,469	110,999	LIABILITIES		
Deposits and guarantees	1,194,400,013		1,194,400,013	522,750,000	Debenture loans and similar debt debentures (note 4)	6,603,877,097	6,762,312,933
Other receivables	27,306		27,306	31,059	Debenture loans after hedge swaps	6,558,608,198	6,718,617,207
Accrued income / dedicated swaps	382,786,368		382,786,368	315,317,775	Accrued interests on debenture loans after swaps	45,268,899	43,695,726
Cash available	429,976		429,976	157,881	Miscellaneous borrowings and financial debts	2,081,552,744	834,853,018
					Commercial Papers	514,668,039	
					Bank and security deposits	349,100,000	248,490,000
					Creditor current accounts	833,440,095	271,049,144
					Related accounts payables / miscellaneous financial liabilities	87,757	28,130
					Accrued liabilities / dedicated swaps	382,778,140	315,285,744
					Miscellaneous liabilities	1,478,713	
					Operating liabilities	2,582,975	912,514
					Trade notes and account payables	394,549	504,513
					Tax and social liabilities	2,188,426	408,001
SUB TOTAL II	2,090,250,132		2,090,250,132	838,367,714	SUB TOTAL III	8,688,012,816	7,598,078,465
PREPAID EXPENSES III					PREPAID INCOME IV		
TOTAL (I+II+III)	EUR 8,695,566,888		8,695,566,888	7,600,781,842	TOTAL (I+II+III+IV)	EUR 8,695,566,888	7,600,781,842

TOTAL CAPITAL

**INCOME STATEMENT
AS OF 30 JUNE 2018**

TOTAL CAPITAL

(in euros)

INCOME STATEMENT AS OF JUNE 30, 2018

EXPENSES	30-Jun-18	31-Dec-17	30-Jun-17	INCOME	30-Jun-18	31-Dec-17	30-Jun-17
OPERATING EXPENSES				OPERATING INCOME			
External expenses	700,070	1,312,428	223,553	Miscellaneous income			
Taxes		125					
SUB TOTAL I	700,070	1,312,553	223,553	SUB TOTAL I	0	0	0
FINANCIAL EXPENSES				FINANCIAL INCOME			
Interests on debenture loans after swaps	111,636,352	223,818,246	113,607,538	Interests on loans after swaps	42,876,558	90,397,368	46,495,821
Interests on commercial papers	2,835,177			Interests on long-term loans	69,840,499	130,379,322	65,781,273
Interests on Billets de Trésorerie				Interests on credit facilities	1,513,310	5,317,081	2,522,067
Interests on loans				Interests on inter-company loans			
Interests on current accounts	16,992	67,234	3,446	Interests on current accounts	2,417,538	6,085	2,127
Interests on bank and security deposits	544,453	4,190,610	3,092,461	Interests on bank and security deposits	301,449	559,936	181,952
Interests on dedicated swaps	775,461,228	1,140,275,614	455,535,181	Income from dedicated swaps	775,685,933	1,140,513,944	455,581,897
Other financial expenses and swap points	100,239	234,580	121,412	Other interests, similar income and swap points	100,239	234,580	121,413
Foreign exchange loss	781,293			Foreign exchange income		617,218	271,439
Miscellaneous financial expenses				Miscellaneous financial interests	6,677,174	3,739,949	3,739,949
SUB TOTAL II	891,375,734	1,368,586,284	572,360,038	SUB TOTAL II	899,412,700	1,371,765,483	574,697,938
EXTRAORDINARY EXPENSES				EXTRAORDINARY INCOME			
SUB TOTAL III	0	0	0	SUB TOTAL III	0	0	0
INCOME TAX IV	2,486,201	622,215	715,450				
NET INCOME FOR THE PERIOD	4,850,695	1,244,431	1,398,897	NET LOSS FOR THE PERIOD			
TOTAL	EUR 899,412,700	1,371,765,483	574,697,938	TOTAL	EUR 899,412,700	1,371,765,483	574,697,938

TOTAL CAPITAL

**CASH FLOW STATEMENT
AS OF 30 JUNE 2018**

TOTAL CAPITAL

CASH FLOW STATEMENT

(in thousand of euros)

	30-Jun-18	31-Dec-17
OPERATING CASH FLOW		
Fiscal period income as of 31.12.2017		1,244
Fiscal period income as of 30.06.2018	4,851	
Decrease (increase) of working capital requirement	3,235	926
Net Operating Cash Flow	8,086	2,170
INVESTMENT CASH FLOW		
Increase in long-term loans	(99,387)	210,483
Repayment of long-term loans	370,097	688,765
Net Investment Cash Flow	270,710	899,248
FINANCING CASH FLOW		
Dividends paid		
Net loans issued	(326,029)	(639,979)
Changes in short-term financial liabilities	1,225,961	(1,782,887)
Changes in short-term receivables	(1,232,799)	1,780,638
Net Financing Cash Flow	(332,867)	(642,228)
Cash increase (decrease)	(54,071)	259,190
Impact of foreign exchange fluctuations	54,071	(259,190)
Cash at the beginning of the period	0	0
Cash at the end of the period	0	0

TOTAL CAPITAL

APPENDIX

TOTAL CAPITAL

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TOTAL CAPITAL

Those interim financial statements were prepared with respect to the French National Accounting Board (Conseil National de Comptabilité) “recommendation n°99.R.01” dated 18 March 1999 and related to the interim financial statements. They do not include all the information usually required in the financial statements according to the French GAAP. However, they present a selection of notes describing significant facts and operations in order to understand the evolution in the financial statements and performance of the company that could have occurred since the last financial statements as of 31st December 2017.

SIGNIFICANT EVENTS

In the first half 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 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 first half of 2018, Total Capital did not issue any debenture loan.

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.

On April 18th 2018, the rating agency Moody’s affirmed the Aa3 long-term and P-1 short-term ratings of the Group and changed the outlook from Stable to Positive, given the recovery in the Group’s operational perspectives and credit profile.

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

Accounting rules and methods used for interim accounts are the same as the ones used for Year End 2017 accounts.

TOTAL CAPITAL

Note 2: FINANCIAL ASSETS

Financial fixed assets consist exclusively of loans and drawdowns on credit facilities for the Group companies. No grant was made during the period.

Note 3 : CHANGE IN SHAREHOLDER'S EQUITY

(in thousand 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		0	
Income as of 31/12/2017			1,244
TOTAL SHAREHOLDERS' EQUITY	1,459	0	2,703

(in thousand euros)

2018	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2017	POSITION AS OF 30/06/2018
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 30/06/2018			4,851
TOTAL SHAREHOLDERS' EQUITY	2,703	0	7,554

NOTE 4: DEBENTURE LOANS AND SIMILAR DEBT DEBENTURES

No debenture loans were issued during the period.

Reimbursement of debenture loans at maturity during the period were 525 M CHF in nominal value.

Note 5 : OFF-BALANCE SHEET COMMITMENTS

Derivative financial instruments - interest rate risk management

No swap were issued during the period.

Swaps with exchange of notional amounts in currency have matured during the period for a notional currency amount of 525 M CHF against a notional amount of 326 M EUR.