

Final Terms dated 8 July 2016

TOTAL CAPITAL INTERNATIONAL

**Issue of EUR 1,500,000,000 0,750 per cent. Guaranteed Notes due 12 July 2028
unconditionally and irrevocably guaranteed by Total S.A.
under the €30,000,000,000 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 29 April 2016 which received visa no. 16-157 from the *Autorité des marchés financiers* (the “AMF”) on 29 April 2016 which constitutes 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. 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 is available for viewing on the website of the AMF (www.amf-france.org) and during normal business hours at the offices of the Fiscal Agent and the Paying Agent.

1.	(i)	Issuer:	Total Capital International
	(ii)	Guarantor:	Total S.A.
2.	(i)	Series Number:	113
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro (“EUR”)
4.		Aggregate Nominal Amount:	
	(i)	Series:	EUR 1,500,000,000
	(ii)	Tranche:	EUR 1,500,000,000
5.		Issue Price:	98.728 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 100,000
	(ii)	Calculation Amount:	EUR 100,000
7.	(i)	Issue Date:	12 July 2016
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	12 July 2028
9.		Interest Basis:	0.750 per cent. Fixed Rate (further particulars specified below)
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 of Board approval for issuance of Notes and Guarantee obtained:	Board Resolutions of the Issuer dated 10 February 2016 and of the Guarantor dated 10 February 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.750 per cent. per annum in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	12 July in each year commencing on 12 July 2017/not adjusted
	(iii) Fixed Coupon Amount:	EUR 750 per Calculation Amount
	(iv) Broken Amount(s):	Not applicable
	(v) Day Count Fraction:	Actual/Actual
	(vi) Determination Dates:	12 July in each year
	(vii) Business Day Convention:	Not Applicable
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Not Applicable
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 Amount payable on redemption for taxation reasons or on event of default:	EUR 100,000 per calculation amount

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 | Yes |
| 23. | Financial Centre(s) | Not Applicable |
| 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 | Not Applicable |
| 26. | Any applicable currency disruption | Not Applicable |

RESPONSIBILITY

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

Signed by Total Finance Corporate Services Limited on behalf of the Issuer:

By: Humbert de WENDEL
Duly authorised signatory of Total Finance Corporate Services Limited

Signed on behalf of the Guarantor:

By: Humbert de WENDEL
Duly authorised

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 12 July 2016.
- (ii) Estimate of total expenses related to admission to trading: EUR 13,200 (including AMF fees)

2. RATINGS

- Ratings: The Notes to be issued have been rated:
S & P: A+
Moody's: Aa3
- 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" in the Debt Issuance Programme Prospectus, 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: See "Use of Proceeds" wording in the Debt Issuance Programme Prospectus
- (ii) Estimated net proceeds: EUR 1,477,470,000

5. YIELD

- Indication of yield: The yield in respect of the Notes is 0.862 per cent. per annum calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- ISIN Code: XS1443997819
- Common Code: 144399781
- Any clearing system(s) other than Euroclear Not Applicable

Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank N.A., London Branch
13th Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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.

7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of the Joint Lead Managers: Crédit Agricole Corporate and Investment Bank
Credit Suisse Securities (Europe) Limited
Goldman Sachs International
Merrill Lynch International
- (iii) Stabilising Manager(s) (if any): Merrill Lynch International
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D