Total Capital International
Form 424B5
January 10, 2014
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Title of Each Class of Securities to be Registered	Maximum Offering Price	Amount of Registration Fee
1.000% Guaranteed Notes Due 2017	$500,000,000	$64,400
Guarantee of 1.000% Guaranteed Notes Due 2017		(1)
2.125% Guaranteed Notes Due 2019	$750,000,000	$96,600
Guarantee of 2.125% Guaranteed Notes Due 2019		(1)
3.750% Guaranteed Notes Due 2024	$1,250,000,000	$161,000
Guarantee of 3.750% Guaranteed Notes Due 2024		(1)

(1) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantee

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Filed pursuant to Rule 424(b)(5)
Registration Statement Nos. 333-180967 and 333-180967-01

PROSPECTUS SUPPLEMENT

(To prospectus dated April 26, 2012)

$2,500,000,000

TOTAL CAPITAL INTERNATIONAL

(A wholly-owned subsidiary of TOTAL S.A.)

consisting of

$500,000,000 1.000% Guaranteed Notes Due 2017

$750,000,000 2.125% Guaranteed Notes Due 2019

$1,250,000,000 3.750% Guaranteed Notes Due 2024

Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

Pursuant to this prospectus supplement, Total Capital International is offering 1.000% notes due January 10, 2017 (the Three-Year Notes), 2.125% notes due January 10, 2019 (the Five-Year Notes) and 3.750% notes due April 10, 2024 (the Ten-Year Notes and, together with the Three-Year Notes and the Five-Year Notes, the notes). The Three-Year Notes will bear interest at the rate of 1.000% per year, the Five-Year Notes will bear interest at the rate of 2.125% per year and the Ten-Year Notes will bear interest at the rate of 3.750% per year. Total Capital International will pay interest on the Three-Year Notes on January 10 and July 10 of each year, beginning on July 10, 2014. Total Capital International will pay interest on the Five-Year Notes on January 10 and July 10 of each year, beginning on July 10, 2014. Total Capital International will pay interest on the Ten-Year Notes on April 10 and October 10 of each year, beginning on October 10, 2014. Interest on the notes will accrue from January 15, 2014. The Three-Year Notes will mature on January 10, 2017, the Five-Year Notes will mature on January 10, 2019 and the Ten-Year Notes will mature on April 10, 2024. The notes of each series will be issued only in denominations of $2,000 and integral multiples of $1,000 above that amount.

Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.

We may redeem the notes in whole or in part at any time and from time to time at the make-whole redemption price set forth in this prospectus supplement. In addition, we may redeem the notes at any time at 100% of their principal amount upon the occurrence of certain tax events described in this prospectus supplement and the attached prospectus.

See Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 3 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2012, which is incorporated by reference in this prospectus supplement and the attached prospectus, to read about factors you should consider before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offense.

	Three-Year Notes		**Five-Year Notes**		**Ten-Year Notes**	
	Per Note	**Total**	**Per Note**	**Total**	**Per Note**	**Total**
Public Offering Price[(1)]	99.780%	$ 498,900,000	99.606%	$ 747,045,000	99.249%	$ 1,240,612,500
Underwriting Discount	0.120%	$ 600,000	0.140%	$ 1,050,000	0.220%	$ 2,750,000
Proceeds, before expenses, to TOTAL[(1)]	99.660%	$ 498,300,000	99.466%	$ 745,995,000	99.029%	$ 1,237,862,500

(1) Plus accrued interest from January 15, 2014, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company (DTC) and its participants, including Euroclear Bank S.A./N.V. (Euroclear) and Clearstream Banking, Luxembourg (Clearstream), against payment in New York, New York on or about January 15, 2014.

Joint Book-Running Managers

Barclays **Goldman, Sachs & Co.** **J.P. Morgan**

BNP PARIBAS **SOCIETE GENERALE**

Prospectus Supplement dated January 8, 2014.

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In this prospectus, unless the context indicates otherwise, the terms we , our and us refer to both TOTAL S.A. and Total Capital International, TOTAL refers to TOTAL S.A., the Total Group refers to TOTAL and its subsidiaries, and Total Capital International refers to Total Capital International.

INCORPORATION OF INFORMATION FILED WITH THE SEC

The U.S. Securities and Exchange Commission, referred to herein as the SEC , allows us to incorporate by reference into this prospectus supplement and the attached prospectus the information in documents filed with the SEC, which means that:

- incorporated documents are considered part of this prospectus supplement and the attached prospectus;
- we can disclose important information to you by referring to those documents; and
- information filed with the SEC in the future will automatically update and supersede this prospectus supplement and the attached prospectus.

The information that we incorporate by reference is an important part of this prospectus supplement and the attached prospectus.

We incorporate by reference in this prospectus supplement and the attached prospectus the documents described in Where You Can Find More Information About Us in the attached prospectus which we filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, except to the extent amended or superseded by subsequent filings. We also incorporate by reference TOTAL s Report on Form 6-K furnished to the SEC on May 31, 2013. We also incorporate by reference any future filings that we make with the SEC under Sections 13(a), 13(c) or 15(d) of the Exchange Act after the date of this prospectus supplement but before the end of the notes offering and that, in the case of any future filings on Form 6-K, are identified in such filing as being incorporated into this prospectus supplement or the attached prospectus.

The documents incorporated by reference in this prospectus supplement and the attached prospectus and, in particular, those set forth below contain important information about TOTAL and its financial condition:

- TOTAL s Annual Report on Form 20-F for the year ended December 31, 2012, filed with the SEC on March 28, 2013; and
- TOTAL s Reports on Form 6-K, furnished to the SEC on April 29, 2013, May 31, 2013, July 29, 2013, August 5, 2013, October 31, 2013 and January 8, 2014.

You should read Where You Can Find More Information About Us in the attached prospectus for information on how to obtain the documents incorporated by reference or other information relating to TOTAL.

GENERAL INFORMATION

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this prospectus supplement and the attached prospectus, and, if given or made, such information must not be relied upon as having been authorized. This prospectus supplement and the attached prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the notes to which it relates or an offer to sell or the solicitation of an offer to buy such notes by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the attached prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus supplement or that the information contained in this prospectus supplement and the attached prospectus is correct as of any time subsequent to its date.

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The distribution of this prospectus supplement and the attached prospectus and the offering and sale of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the attached prospectus come are required by us and the underwriters to inform themselves about and to observe any such restrictions.

To the extent that the offer of the notes is made in any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, including the 2010 PD Amending Directive (Directive 2010/73/EU) to the extent implemented in the relevant Member State, the Prospectus Directive) before the date of publication of an approved prospectus in relation to such notes which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or, where appropriate, published in accordance with the Prospectus Directive and notified to the competent authority in that Member State in accordance with the Prospectus Directive), the offer (including any offer pursuant to this document) is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive or has been or will be made otherwise in circumstances that do not require us or any of the underwriters to publish a prospectus pursuant to the Prospectus Directive.

In the United Kingdom, this prospectus supplement and the attached prospectus is only being distributed to and is only directed at (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) or (ii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

TOTAL s headquarters are located at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

Total Capital International s headquarters are located at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

In this prospectus, references to United States dollars , U.S. dollars , dollars , US$ and $ are to the currency of the United States and references euros and are to the single European currency adopted by certain participating member countries of the European Union.

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RISK FACTORS

Investing in the securities offered using this prospectus involves risk. You should consider carefully the risks described below, together with the risks described in the documents incorporated by reference into this prospectus, and any risk factors included in the attached prospectus, before you decide to buy our notes. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and the trading price and liquidity of the securities offered using this prospectus could decline, in which case you may lose all or part of your investment.

Risks related to the offering and owning the notes

Since TOTAL is a holding company and currently conducts its operations through subsidiaries, your right to receive payments on the notes and the guarantee is subordinated to the other liabilities of TOTAL s subsidiaries.

TOTAL is organized as a holding company, and substantially all of its operations are carried on through subsidiaries. TOTAL s principal source of income is the dividends and distributions it receives from its subsidiaries. On an unconsolidated basis, TOTAL s obligations consisted of 36,456 million of debt as of September 30, 2013. TOTAL s ability to meet its financial obligations is dependent upon the availability of cash flows from its domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. TOTAL s subsidiaries are not guarantors on the notes. Moreover, these subsidiaries and affiliated companies are not required and may not be able to pay dividends to TOTAL. Claims of the creditors of TOTAL s subsidiaries have priority as to the assets of such subsidiaries over the claims of creditors of TOTAL. Consequently, holders of Total Capital International s notes that are guaranteed by TOTAL are in fact structurally subordinated, on TOTAL s insolvency, to the prior claims of the creditors of TOTAL s subsidiaries.

In addition, some of TOTAL s subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets would fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. For example, French law prohibits those subsidiaries incorporated in France from paying dividends unless these payments are made out of distributable profits. These profits consist of accumulated, realized profits, which have not been previously utilized, less accumulated, realized losses, which have not been previously written off. Other statutory and general law obligations may also affect the ability of directors of TOTAL s subsidiaries to declare dividends and the ability of our subsidiaries to make payments to us on account of intercompany loans.

Since the notes are unsecured, your right to receive payments may be adversely affected.

The notes will be unsecured. The notes are not subordinated to any of our other debt obligations, and therefore they will rank equally with all our other unsecured and unsubordinated indebtedness (save for certain mandatory exceptions provided by French law). There is no limitation on TOTAL s or Total Capital International s ability to issue secured debt. As of September 30, 2013, TOTAL had approximately 426 million of consolidated secured indebtedness outstanding and Total Capital International had no secured indebtedness outstanding. If Total Capital International, as issuer of the notes, defaults on the notes or TOTAL, as guarantor, defaults on the guarantee, or after the bankruptcy, liquidation or reorganization of Total Capital International or TOTAL, then, to the extent the relevant obligor has granted security over its assets, the assets that secure that entity s debts will be used to satisfy the obligations under that secured debt before the obligor can make payment on the notes or the guarantee, as applicable. There may only be limited assets available to make payments on the notes or the guarantee in the event of an acceleration of the notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness (save for certain mandatory exceptions provided by French law).

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At any point in time there may or may not be an active trading market for our notes.

At any point in time there may or may not be an active trading market for our notes. We have not and do not intend to list the notes on any securities exchange or make them available for quotation on any automated interdealer quotation system. In addition, underwriters, broker-dealers and agents that participate in the distribution of the notes may make a market in the notes as permitted by applicable laws and regulations but will have no obligation to do so, and any such market-making activities with respect to the notes may be discontinued at any time without notice. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price. Among the factors that could cause the notes to trade at a discount are: an increase in prevailing interest rates; a decline in our credit worthiness; the time remaining to the maturity; a weakness in the market for similar securities; and declining general economic conditions.

Transactions on the notes could be subject to the European financial transaction tax, if adopted

On February 14, 2013, the European Commission adopted a proposal for a directive on the financial transaction tax (hereafter FTT) to be implemented under the enhanced cooperation procedure by eleven Member States initially (Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain). Member States may join or leave the group of participating Member States at later stages. The proposal will be negotiated by Member States, and, subject to an agreement being reached by the participating Member States, a final directive will be enacted. The participating Member States will then implement the directive in local legislation. The FTT proposal remains subject to negotiation between the participating Member States and is the subject of legal challenge. It may therefore be altered prior to any implementation, the timing of which remains unclear.

If the proposed directive is adopted and implemented in local legislation, a FTT would be paid, by financial institutions on certain transactions on financial instruments (including debt instruments such as the debt securities issued pursuant to this prospectus supplement). As a consequence, noteholders may be exposed to increased transaction costs.

Prospective holders of the notes should consult their own tax advisers in relation to the consequences of the FTT associated with subscribing for, purchasing, holding and disposing of the notes.

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CAPITALIZATION AND INDEBTEDNESS OF TOTAL

(Unaudited)

The following table sets out the unaudited consolidated capitalization and long-term indebtedness, as well as short-term indebtedness, of the Group as of September 30, 2013, prepared on the basis of IFRS.

	At September 30, 2013	
(In millions of euros)	**Actual**	**As adjusted[1]**
Current financial debt, including current portion of non-current financial debt		
Current portion of non-current financial debt	4,472	4,472
Current financial debt	3,737	3,737
Current portion of financial instruments for interest rate swaps liabilities	10	10
Other current financial instruments liabilities	32	32
Financial liabilities directly associated with assets held for sale	0	0
Total current financial debt	**8,251**	**8,251**
Non-current financial debt	**25,128**	**26,966**
Non-controlling interests	**1,724**	**1,724**
Shareholders equity		
Common shares	5,943	5,943
Paid-in surplus and retained earnings	73,144	73,144
Currency translation adjustment	(3,224)	(3,224)
Treasury shares	(3,379)	(3,379)
Total shareholders equity	**72,484**	**72,484**
Total capitalization and non-current indebtedness	**99,336**	**101,174**

(1) As adjusted to reflect the issuance of notes offered pursuant to this prospectus supplement translated from U.S. dollars into euro using the January 8, 2014 European Central Bank reference exchange rate of 1=$1.36 for a total amount of 1,838 million.

As of September 30, 2013, TOTAL had an authorized share capital of 3,417,510,048 ordinary shares with a par value of 2.50 per share, and an issued share capital of 2,377,196,179 ordinary shares (including 109,215,198 treasury shares from shareholders equity).

As of September 30, 2013, approximately 426 million of TOTAL s non-current financial debt was secured and approximately 24,702 million was unsecured, and all of TOTAL s current financial debt of 3,737 million was unsecured. As of September 30, 2013, TOTAL had no outstanding guarantees from third parties relating to its consolidated indebtedness. For more information about TOTAL s commitments and contingencies, see Note 23 of the Notes to TOTAL s audited consolidated financial statements in its Annual Report on Form 20-F for the year ended December 31, 2012, filed with the SEC on March 28, 2013. Since September 30, 2013, Total Capital International has issued 1,500 million and CAD100 million (or approximately 68 million using the January 7, 2014 European Central Bank Reference Rate of 1=CAD1.46) of non-current financial debt. Such debt is not reflected in the As Adjusted column in the table set forth above.

On October 31, 2013, the Board approved a third quarterly interim dividend of 0.59 per share, representing approximately 1.4 billion, to be paid on March 27, 2014.

Except as disclosed herein, there have been no material changes in the consolidated capitalization, indebtedness and contingent liabilities of TOTAL since September 30, 2013.

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DESCRIPTION OF NOTES

This section outlines the specific financial and legal terms of the notes that are more generally described under Description of Debt Securities and Guarantee beginning on page 6 of the prospectus that is attached to this prospectus supplement. If anything described in this section is inconsistent with the terms described under Description of Debt Securities and Guarantee in the attached prospectus, the terms described below shall prevail.

The term notes shall mean the notes of each series originally issued on the original issuance date taken together with any additional notes of the same series subsequently issued.

Issuer: Total Capital International.

Guarantor: TOTAL S.A.

Title: 1.000% Guaranteed Notes Due January 10, 2017 (the Three-Year Notes).
2.125% Guaranteed Notes Due January 10, 2019 (the Five-Year Notes).

3.750% Guaranteed Notes Due April 10, 2024 (the Ten-Year Notes and, together with the Three-Year Notes and the Five-Year Notes, the notes).

Total initial principal amount of Three-Year Notes being issued: $500,000,000.

Total initial principal amount of Five-Year Notes being issued: $750,000,000.

Total initial principal amount of Ten-Year Notes being issued: $1,250,000,000.

Public Offering Price for the Three-Year Notes: 99.780%.

Public Offering Price for the Five-Year Notes: 99.606%.

Public Offering Price for the Ten-Year Notes: 99.249%.

Issuance date: January 15, 2014.

Maturity date: The Three-Year Notes will mature on January 10, 2017.
The Five-Year Notes will mature on January 10, 2019.

The Ten-Year Notes will mature on April 10, 2024.

Interest rate: The Three-Year Notes will bear interest at the rate of 1.000% per annum.
The Five-Year Notes will bear interest at the rate of 2.125% per annum.

The Ten-Year Notes will bear interest at the rate of 3.750% per annum.

Day count: Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Date interest starts accruing: January 15, 2014.

Interest payment dates: Each January 10 and July 10 for the Three-Year Notes.
Each January 10 and July 10 for the Five-Year Notes.

Each April 10 and October 10 for the Ten-Year Notes.

First interest payment date: July 10, 2014 for the Three-Year Notes.
July 10, 2014 for the Five-Year Notes.

October 10, 2014 for the Ten-Year Notes.

Regular record dates for interest: Each December 26 and June 26 for the Three-Year Notes.
Each December 26 and June 26 for the Five-Year Notes.

Each March 26 and September 26 for the Ten-Year Notes.

Business Day: If any payment is due in respect of the notes on a day that is not a business day, it will be made on the next following business day, provided that no interest will accrue on the payment so deferred. A business day for these purposes is any weekday on which banking or trust institutions in the City of New York are not authorized generally or obligated by law, regulation or executive order to close.

Guarantee: Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL. For more information about the guarantee, you should read Description of Debt Securities and Guarantee beginning on page 6 of the attached prospectus.

Ranking: The notes and the guarantees will constitute unsecured and unsubordinated indebtedness of Total Capital International and TOTAL S.A., respectively, and will rank equally with all other unsecured and unsubordinated indebtedness from time to time outstanding.

Name of depositary: The Depository Trust Company, commonly referred to as DTC .

Form of notes: The notes will be issued as one or more global securities. You should read Description of Debt Securities and Guarantee Legal Ownership Global Securities beginning on page 8 of the attached prospectus for more information about global securities. The notes will be issued in the form of global securities deposited with DTC and registered in the name of Cede & Co, as the nominee of DTC. Beneficial interests in the notes may be held through DTC, Clearstream or Euroclear. For more information about global securities held through DTC, Clearstream or Euroclear, you should read Clearance and Settlement beginning on page 16 of the prospectus.

Redemption: The notes are not redeemable, except (i) as described under Description of Debt Securities and Guarantee Optional Tax Redemption beginning on page 18 of the attached prospectus; the provisions for optional tax redemption described therein will apply to changes in tax treatment occurring after the issuance date; at maturity, the notes will be repaid at par; and (ii) as described below under Optional make-whole redemption .

Optional make-whole redemption: We have the right to redeem the notes in whole or in part, at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (not including any portion of payments of interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 5 basis points in the case of the Three-Year Notes, 10 basis points in the case of the Five-Year Notes and 15 basis points in the case of the Ten-Year Notes, plus, in each case, accrued and unpaid interest to the date of redemption.

For purposes of determining the optional make-whole redemption price, the following definitions are applicable.

Treasury rate means, with respect to any redemption date, the rate per year equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the comparable treasury issue, assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date.

Comparable treasury issue means the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated maturity comparable to the remaining term of the applicable series of notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date.

Quotation agent means one of the reference treasury dealers appointed by us. Reference treasury dealer means each of Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC or their respective affiliates which are primary U.S. government securities dealers, and their respective successors, and three other primary U.S. government securities dealers selected by us, provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the United States (a primary treasury dealer), we shall substitute therefor another primary treasury dealer.

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Reference treasury dealer quotations means with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 3:30 p.m. New York time on the third business day preceding such redemption date.

Additional Amounts: We will make payments on the notes without withholding any taxes unless otherwise required to do so by law. If the Republic of France or any tax authority therein requires Total Capital International or TOTAL to withhold or deduct amounts from payment on a note or any amounts to be paid under the guarantee in respect of the notes or as additional amounts for or on account of taxes or any other governmental charges, or any other jurisdiction requires such withholding or deduction as a result of a merger or similar event, Total Capital International or TOTAL may be required to pay you an additional amount so that the net amount you receive will be the amount specified in the note to which you are entitled as more fully described in the attached prospectus.

Sinking fund: There is no sinking fund.

Trustee: Total Capital International will issue the notes under an indenture with The Bank of New York Mellon, as trustee, entered into on February 17, 2012, which is referred to on page 6 of the attached prospectus.

Net proceeds: The net proceeds will be $2,482,157,500 (before expenses).

Listing: We do not plan to have the notes listed on any securities exchange or made available for quotation on any automated interdealer quotation system.

Risk factors: You should read carefully all of the information in this prospectus supplement and the attached prospectus, which includes information incorporated by reference. In particular, you should evaluate the specific factors under Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 3 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2012 for risks involved with an investment in the notes.

Further issues: We may issue notes of the same series as any series of the notes offered hereby without the consent of holders of such notes. Any additional notes so issued will have the same terms as the existing notes in all respects (except for the date from which interest accrues, the issue price and, in some cases, the first interest payment date on the new notes, if any), so that such additional notes will be consolidated and form a single series with the existing notes.

Governing law and jurisdiction: The indenture and the notes are governed by New York law. Any legal proceeding arising out of or based upon the indenture and the notes may be instituted in any state or federal court in the Borough of Manhattan in New York City, New York.

Timing and delivery: We currently expect delivery of the notes to occur on or about January 15, 2014, which will be the fifth business day following the initial date of trading of the notes (such settlement cycle being referred to as T+5). Under applicable rules and regulations, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.

CUSIP / ISIN Three-Year Notes: 89153VAJ8 / US89153VAJ89.

CUSIP / ISIN Five-Year Notes: 89153VAK5 / US89153VAK52.

CUSIP / ISIN Ten-Year Notes: 89153VAL3 / US89153VAL36.

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USE OF PROCEEDS

We estimate that the net proceeds (after deducting the underwriting discount but before expenses of the offering) from the sale of the notes will be approximately $2,482,157,500. We intend to use the net proceeds from the sale of the notes for general corporate purposes.

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EXCHANGE RATE INFORMATION

TOTAL publishes its consolidated financial statements in euros. As used in this prospectus supplement, the term Noon Buying Rate refers to the rate of exchange for euros, expressed in U.S. dollars per euro, as announced by The Federal Reserve Bank of New York for customs purposes as the rate in The City of New York for cable transfers payable in foreign currencies. Effective January 1, 2009, The Federal Reserve Bank discontinued the daily publication of Noon Buying Rates.

The following tables set out the average dollar/euro exchange rate for the years indicated, based on the Noon Buying Rate expressed in dollars per 1.00. Such rates are not used by TOTAL in preparation of its consolidated financial statements. No representation is made that the euro could have been converted into dollars at the rates shown or at any other rates for such periods or at such dates.

DOLLAR/EURO EXCHANGE RATES

Year	Average Rate[(a)]
2009	1.40
2010	1.33
2011	1.40
2012	1.29
2013	1.33

(a) The average of the Noon Buying Rate expressed in dollars/euro on the last business day of each full month during the relevant year.

The table below shows the high and low dollar/euro exchange rates for the six months listed below based on the Noon Buying Rate expressed in dollars per euro.

DOLLAR/EURO EXCHANGE RATES

Period	High	Low
July 2013	1.33	