

TOTAL S.A.  
Form FWP  
August 06, 2013

Filed pursuant to Rule 433  
Registration Statements Nos. 333-180967  
and 333-180967-03  
August 5, 2013

**Final Term Sheet**

**TOTAL CAPITAL**

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

**\$1,000,000,000 2.125% Guaranteed Notes Due 2018**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

Issuer	Total Capital
Guarantee	Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.
Format	SEC-registered global notes
Title	\$1,000,000,000 2.125% Guaranteed Notes Due 2018
Total initial principal amount being issued	\$1,000,000,000
Issue price	99.972%
Pricing date	August 5, 2013
Expected settlement date	August 12, 2013 (T+5)
Maturity date	August 10, 2018, unless earlier redeemed
Day count	30/360
Business day convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 12.5 basis points Tax call at par
Interest rate	2.125% per annum
Benchmark Treasury	1.375% due July, 2018
Benchmark Treasury price	99-31
Benchmark Treasury yield	1.381%
Spread to benchmark Treasury	Plus 75 bps
Yield to maturity	2.131%
Date interest starts accruing	August 12, 2013

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Interest payment dates	Each February 10 and August 10
First interest payment date	February 10, 2014
(short first coupon)	
Regular record dates for interest	Each January 27 and July 27

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Trustee The Bank of New York Mellon

Listing None

Denominations \$2,000 and increments of \$1,000

Expected ratings of the notes  
Moody s: Aa1/Negative  
Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

CUSIP / ISIN 89152UAG7 / US89152UAG76

Selling restrictions European Economic Area, France, UK

Managers Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

BNP Paribas Securities Corp.

Mitsubishi UFJ Securities (USA), Inc.

***The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, BNP Paribas Securities Corp. toll-free at 1-800-854-5674 or Mitsubishi UFJ Securities (USA), Inc. toll-free at 1-877-649-6848.***