



NOTICE OF MEETING

COMBINED GENERAL MEETING **2013**

(Ordinary and Extraordinary)



Friday May 17, 2013
at 10:00 a.m.
at the Palais des Congrès
2 place de la Porte Maillot – 75017 Paris, France

Documents covered by Article R. 225-81 of the French Commercial Code



Guest services will be made available to facilitate your access to the sign-in area and meeting room.



For the hearing impaired, sign language service in French will be available at the entrance (entry for shareholders without admission cards - level 1, Paris side) and in the meeting room.

SUMMARY

- p.1** Message from the Chairman and Chief Executive Officer
- p.2** Membership of the Board of Directors
- p.4** How to take part and vote in the Shareholders' Meeting?
- p.8** Brief review of the Company's position during the 2012 fiscal year and five year financial summary
- p.15** Agenda
- p.16** Presentation of resolutions
- p.30** Proposed resolutions
- p.39** Request for copies of documents and information
- p.39** Request for Internet notice

Welcome to the TOTAL Combined Shareholders' Meeting

on **Friday May 17, 2013** at 10:00 a.m.

at the Palais des Congrès

2 place de la Porte Maillot – 75017 Paris, France

The registration desk opens at 8:30 a.m.

In conformity with Article R. 225-73 of the French Commercial Code, the preliminary Notice of this Meeting has been published in the "Bulletin des Annonces Légales Obligatoires" (BALO) on February 25, 2013.

For any information:

Shareholder Relations Department

phone +33 (0)1 47 44 24 02

e-mail: actionnairesindividuels@total.com

Investor Relations Department

Martin Deffontaines

Vice-President Investor Relations

phone +33 (0)1 47 44 58 53

e-mail: investor-relations@total.com

How to obtain information

You may obtain the documents provided for in Article R. 225-83 of the French Commercial Code, by writing to:

→ **BNP Paribas Securities Services,**

CTS Meetings Department – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, France, or to the

→ Company's head office, **TOTAL S.A.,**

Shareholder Relations Department,
2 place Jean Millier - 92078 Paris La Défense cedex, France.

A document request form is included at the end of this Notice of Meeting.

The 2012 Registration Document and other information relating to this Shareholders' Meeting are available on the Internet Site of the Group **total.com**



For those shareholders who will not be able to attend the Meeting in person

It will be broadcast live at **total.com**

There will also be a replay of the event highlights in the webzine special Shareholders' Meeting.

Dear Shareholders,

The Shareholders' Meeting gives you the opportunity to be heard on all the subjects related to the company and is an important moment of dialogue between TOTAL and its Shareholders. It is also your opportunity, through your votes on the resolutions proposed, to be a part of the important decision-making process of your Group.

This event is particularly important to me, and I am counting on your participation at the Shareholders' Meeting to be held in Paris on May 17, 2013. If you are unable to attend, you may vote via the Internet or by mail, or you may give your proxy to the Chairman or to another person of your choice.

The agenda for our Shareholders' Meeting and information on the resolutions submitted for your approval are included in the pages that follow.

The Group has embarked on an important program of investments and asset sales to deliver value-creating growth, all while preserving a strong balance sheet, providing shareholder returns, and of course, keeping its environmental and social commitments.

Safety remains our top priority in all areas and we are incorporating the lessons learned from the incidents that occurred in 2012.



In addition to our focus on safety, we have set ourselves a number of goals. First of all, to successfully start-up projects, on time and in budget, for the Group's profitable growth over the coming years. The CLOV project in the Gulf of Guinea in Angola, launched in 2010, whose first oil is expected in 2014, illustrates this ambition. Moreover, to profit from our recently expanded exploration portfolio for more significant discoveries, like North Platte, discovered last December, in the Gulf of Mexico. Finally, to continue to restructure our downstream activities for improved profitability – and longevity – in a very volatile market. The restart of all the units of the Normandy refinery after an important upgrading project offers a good example of this policy.

Thank you for your confidence and your loyalty, and I look forward to our meeting on May 17.

Christophe de Margerie
Chairman and Chief Executive Officer

Board of Directors

Membership of the Board of Directors of TOTAL S.A. during 2012 ⁽¹⁾



Christophe de Margerie

- 61 years old. (French) • Appointed Chairman & Chief Executive Officer of TOTAL S.A. • Member of the Supervisory Board of Vivendi • Director of TOTAL S.A. since 2006 and until 2015 • Holds 105,556 TOTAL shares and 59,419 shares of the "TOTAL ACTIONNARIAT FRANCE" collective investment fund.



Thierry Desmarest

- 67 years old. (French) • Honorary Chairman and Director of TOTAL S.A. • Director of Sanofi, L'Air Liquide and Renault SA • Director of Bombardier Inc (Canada) • Director of TOTAL S.A. since 1995 and until 2013 • Holds 186,576 shares.



Patricia Barbizet

- 57 years old. (French) • Independent Director ⁽²⁾ • Vice-President of the PPR Board of Directors, Director of Air France-KLM, Bouygues, TF1 • Director of TOTAL S.A. since 2008 and until 2014 • Holds 1,000 shares.



Gunnar Brock

- 62 years old. (Swedish) • Independent Director ⁽²⁾ • Chairman of the Board of Stora Enso Oy. • Chairman of Mölnlycke Health Care Group, Director of Investor AB, Stena AB • Director of TOTAL S.A. since 2010 and until 2013 • Holds 1,000 shares.



Marie-Christine Coisne-Roquette

- 56 years old. (French) • Independent Director ⁽²⁾ • Chairman and Chief Executive Officer of SONEPAR S.A. and of COLAM ENTREPRENDRE, Chairman of the Tax Commission of MEDEF (Mouvement des Entreprises de France) • Director of TOTAL S.A. since 2011 and until 2014 • Holds 1,130 shares.



Bertrand Collomb

- 70 years old. (French) • Independent Director ⁽²⁾ • Director of DuPont (United States), Atco (Canada) • Director of TOTAL S.A. since 2000 and until 2015 • Holds 4,712 shares.



Anne-Marie Idrac

- 61 years old. (French) • Independent Director ⁽²⁾ • Director of Bouygues, Saint-Gobain, member of the Supervisory Board of Vallourec • Director of TOTAL S.A. since May 11, 2012 and until 2015 • Holds 1,195 shares.



Barbara Kux

- 58 years old. (Swiss) • Independent Director ⁽²⁾ • Member of the Management Board of Siemens AG • Director of TOTAL S.A. since 2011 and until 2014 • Holds 1,000 shares.



Anne Lauvergeon

- 53 years old. (French) • Independent Director ⁽²⁾ • Director of Vodafone Group Plc. • Chairman of the Supervisory Board of Libération • Director of TOTAL S.A. since 2000 and until 2015 • Holds 2,000 shares.



Claude Mandil

- 70 years old. (French) • Independent Director ⁽²⁾ • Former Chairman of the Institut Français du Pétrole • Former Executive Director of the International Energy Agency (IEA) • Director of TOTAL S.A. since 2008 and until 2014 • Holds 1,000 shares.



Patrick Artus

- 61 years old. (French) • Independent Director ⁽²⁾
- Head of the research department at Natixis Group • Associate professor at the University of Paris I Sorbonne. Director of IPSOS • Director of TOTAL S.A. since 2009 and until 2015 • Holds 1,000 shares.



Claude Clément

- 56 years old. (French) • Director representing employee shareholders • Manager of the Refining Manufacturing Methods • Elected member of the Supervisory Board of six collective investment funds of the TOTAL Group • Director of TOTAL S.A. since 2010 and until 2013 • Holds 1,060 TOTAL shares and 3,640 shares of the TOTAL ACTIONNARIAT FRANCE collective investment fund.



Paul Desmarais, jr.

- 58 years old. (Canadian) • Independent Director ⁽²⁾
- Chairman and Co-Chief Executive Officer of Power Corporation of Canada. Vice-Chairman and Acting Managing Director of Pargesa Holding • Director and member of the Permanent Committee of Groupe Bruxelles Lambert S.A. Director of GDF SUEZ, Lafarge • Director of TOTAL S.A. since 2002 and until 2014 • Holds 2,000 ADRs (corresponding to 2,000 shares).



Gérard Lamarche

- 51 years old. (Belgian) • Independent Director ⁽²⁾
- Managing Director of Groupe Bruxelles Lambert S.A. • Director of Legrand, Lafarge, non-voting member (*censeur*) of GDF SUEZ • Director of TOTAL S.A. since January 12, 2012 [co-opted, ratified on May 11, 2012] and until 2013 • Holds 2,775 shares.



Michel Pébereau

- 70 years old. (French) • Independent Director ⁽²⁾
- Honorary Chairman of the Board of BNP Paribas. Director of AXA, Saint Gobain, EADS N.V. • Director of TOTAL S.A. since 2000 and until 2015 • Holds 2,356 shares.

Expired directorships of TOTAL S.A. in 2012

Thierry de Rudder

- 63 years old. (Belgian and French) • Independent Director ⁽²⁾
- Director of TOTAL S.A. since 1999 and until January 12, 2012.

Daniel Bouton

- 62 years old. (French) • Independent Director ⁽²⁾
- Director of TOTAL S.A. since 1997 and until May 11, 2012.

Directors are elected for a three-year term of office (Article 11 of the Company's Articles of Association)

⁽¹⁾ Composition of the Board of Directors as of December 31, 2012 and main functions.

⁽²⁾ The independence of the members of the Board of Directors is reviewed every year by the Board itself, with the most recent review having occurred on February 12, 2013. Upon the suggestion of the Nominating & Governance Committee, the Board notes that the Directors complied with the criteria of independence contained in the AFEP-MEDEF Corporate Governance Code of Listed Companies, except the criterion applying to twelve years service limitation. The Board considered this criterion did not apply given, inter alia, the specific characteristics of the oil and gas sector, which relies on long-term investment as irrelevant (for more details, see Registration Document 2012).

Concerning "material" relationships, as customer, supplier, investment banker or finance banker, between a director and the Company, the Board deemed that the level of activity between Group companies and a bank at which Mr. Pébereau is a former Corporate executive officer, which is less than 0.1% of its net banking income (2012 net banking income estimated based on BNP Paribas financial statements as of September 30, 2012) and less than 5% of the Group's overall assets, represents neither a material portion of the overall activity of such bank nor a material portion of the Group's external financing. The Board concluded that Mr. Pébereau should be considered independent.

Likewise, the Board of Directors also deemed that the level of activity between Group companies and one of its suppliers, Vallourec, of which Ms. Idrac is a member of the Supervisory Board, which is less than 3.1% of Vallourec turnover (based on the 2011 consolidated turnover published by Vallourec) and less than 0.6% of the Group's purchasing in 2012, represents neither a material portion of the supplier's overall activity nor a material portion of the Group's purchasing. The Board concluded that Ms. Idrac should be considered independent.

Furthermore, the Board deemed that the level of activity between Group companies and Stena AB, of which Mr. Brock is a director was nil in 2012. The Board concluded that Mr. Brock should be considered independent.

How to take part and vote in the Shareholders' Meeting?

Preliminary formalities

In conformity with Article R. 225-85 of the French Commercial Code, participation in Shareholders' Meetings is subject to registration or record of participating shares. Shares must either be held in the registered account maintained by the authorised Agent of the Company, BNP PARIBAS Securities Services, or recorded in bearer form in a securities account maintained by a financial intermediary. This registration or recording of the shares must be effective no later than a "record date" at 12:00 a.m. (Paris time) three business days before the date of the Shareholders' Meeting.

Conditions to take part in the Shareholders' Meeting

As a shareholder of TOTAL, you are entitled to participate in this Shareholders' Meeting, regardless of the number of shares you hold.

You may attend in person, vote by mail, or appoint the Chairman or another person as your representative, and transmit your instructions via the Internet or by using a hard copy form.



You wish to attend the Meeting

You must request an admission card, essential to enter the Meeting room and vote. You tick **A** of the form – you **DATE and SIGN** box **E** and you return your form as indicated under.

Your shares are registered:

You must have your shares registered in your name in the registered account maintained by the Agent of the Company, **no later than May 14, 2013** at 12:00 a.m. (Paris time). You send back your form attached to this notice, **dated and signed**, to the following address:

BNP Paribas Securities Services,
CTS Meetings Department,
Les Grands Moulins de Pantin,
9 rue du Débarcadère – 93761 Pantin cedex, France

Using the prepaid envelope attached to the convening notice you received. An admission card in your name will be returned to you.

You hold bearer shares:

You must instruct your financial institution to obtain an admission card in your name. **Your request for an admission card must be received by your financial intermediary no later than May 10, 2013.**

Failing this, you may attend on the day of the Shareholders' Meeting bearing a certificate of participation ("*attestation de participation*") issued by your financial institution. This certificate of participation **will only take into account the shares registered by 12:00 a.m. (Paris time) on May 14, 2013.**



You wish to vote by mail or to be represented at the Meeting

You tick box **B** of the form; then you choose among the three possibilities that the form offers to you, by ticking the corresponding box:

- vote by mail **C**
- or give your proxy to the Chairman box **D**
- or give your proxy to a person of your choice box **G**

You **DATE AND SIGN** Box **E**

Your shares are registered:

You must return the form to BNP Paribas Securities Services using the prepaid envelope attached to the convening notice you received.

Important point: if you are a holder of bearer shares, your postal voting form or proxy form will only be accepted subject to **joint receipt of this form with the certificate of participation.**

Paper notices of the appointment or dismissal of representatives must be received at the latest three calendar days before the date of the Meeting. You will find on page 7 of this document all information useful if you wish to design or cancel your representative via an e-mail address.

You hold bearer shares:

You must return the form to your financial institution. Your financial institution will address it, with the certificate of participation ("*attestation de participation*"), to BNP Paribas Securities Services.

How to complete the postal voting form or proxy form

The voting form is to be completed in case

- you attend the meeting
- you give your proxy to the President or to a person of your choice
- you vote by mail.

You wish to attend the meeting
tick box **A**

You wish to vote by mail or give proxy
tick box **B**

You wish to give your proxy to the Chairman
tick box **D**

You wish to appoint a named person as your proxy
tick box **G** and enter the details of the person concerned

Ce formulaire n'est pas à utiliser dans le cas d'un vote par Internet (voir instructions dans dossier joint)/This form should not be used in case of voting by Internet (see instruction in the attached notice)

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIR COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

→ Désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

→ Préfère le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

TOTAL S.A.
S A au Capital de 5 914 832 865,00 €
Siège social :
2, place Jean Millier - La Défense 6
92400 COURBEVOIE
542 051 180 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE convoquée le **vendredi 17 mai 2013** à 08 heures, au Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris.

COMBINED GENERAL MEETING to be held on **Friday May 17, 2013** at 08:00 am at Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris.

CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

Nominatif Registered
Porteur / Bearer

Vote simple Single vote
Vote double Double vote

A **JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**
Cf. au verso renvoi (2) - See reverse (2)

B **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
cf. au verso renvoi (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

C **JE DONNE POUVOIR À :** cf. au verso renvoi (4)
I HEREBY APPOINT see reverse (4)
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

D **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
cf. au verso renvoi (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

E **DATE & SIGNATURE**

F Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement) - Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

G **JE DONNE POUVOIR À :** cf. au verso renvoi (4)
I HEREBY APPOINT see reverse (4)
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

1	2	3	4	5	6	7	8	9	10	Oui Yes	Non/No Abst/Abs	Oui Yes	Non/No Abst/Abs
11	12	13	14	15	16	17	18	19	20			E	
21	22	23	24	25	26	27	28	29	30			F	
31	32	33	34	35	36	37	38	39	40			G	
41	42	43	44	45								H	
												I	
												J	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf ...

- je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).....

- je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

à la banque / to the Bank / le 14 mai 2013 / on May 14, 2013

à / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

Whatever your choice, please date and sign here.

You wish to vote by mail
tick box **C** and follow the instructions

How to take part and vote in the Shareholders' Meeting?



Via the Internet and the online VOTACCESS service

The Shareholders also have the possibility to communicate their voting instructions, request an admission card and appoint or revoke a proxy online, via the VOTACCESS Website, prior to the Combined Shareholders' Meeting under conditions described below:

Your shares are registered:

Holders of pure registered shares who wish to vote via the Internet prior to the Meeting, must use the ID number and password that already allow them to access his account data Planetshares Website

<https://planetshares.bnpparibas.com>

They will thus be able to log on to the Planetshares Website with their usual login ID.

Holders of administered registered shares shall use the login on the postal convening to access the Planetshares Website. After identification, the holder of pure or administered registered shares may access the VOTACCESS platform as follows: via the menu "My shareholder space", click on "My general meetings". The summary of your voting rights will then appear on screen. You may then click on the link "Electronic vote access" in the information toolbar on the right-hand side. You will be re-directed to the Website for online voting, VOTACCESS, where you may vote. In addition, it will be possible to access, via this Website, the official documents of the Shareholders' Meeting.

You hold bearer shares:

The shareholder should contact his or her account-holding institution in order to confirm whether his or her account-holding institution is connected to the VOTACCESS platform or not.

If the shareholder's account-holding institution is connected to the VOTACCESS platform, the shareholder will identify himself or herself via the Website of his or her account-holding institution with his or her usual login ID and then click on the button which appears on the line corresponding to his or her TOTAL shares. The shareholder will then follow the on-screen instructions in order to access the VOTACCESS platform and vote, request an admission card, appoint or revoke a proxy.

If the shareholder's account-holding institution is not connected to the VOTACCESS platform, the notice to appoint and revoke a proxy may be also completed electronically in conformity with the provisions of article R. 225-79 of the French Commercial Code, as described hereinafter, page 7.

The online VOTACCESS service will be open as from **April 25, 2013**.

It will be possible to vote prior to the Meeting without interruption until the day preceding the Meeting, i.e. **Thursday May 16, 2013 at 3:00 p.m., Paris time**.

It is nonetheless recommended that shareholders not delay voting until the final day.



Any shareholder who has cast a postal vote, given a proxy to another person, or requested an admission card will not have the right to participate in the Meeting in another way.

Whichever option you choose, only the shares held in the registered or recorded shares account at 12:00 a.m. (Paris time) on the record date three business days prior to the Shareholders' Meeting, i.e.

May 14, 2013 at 12:00 a.m. (Paris time) will be taken into account.

If the shares are sold or transferred prior to this record date, the certificate of participation will be cancelled for the number of shares sold and votes granted to the Company for such shares will, as a result, also be cancelled.

If shares are sold or transferred after this record date, the certificate of participation will remain valid and votes cast or proxies granted by the seller will be taken into account.

Special note

Double voting rights

If you hold registered shares in your name for a continuous period of at least two years as of the date of the Meeting, you carry double voting rights (Article 18 § 5 of the Articles of Association). The transfer of registered shares to another registered shareholder in connection with a succession, the sharing of the joint estate of a husband and wife, or a disposition inter vivos in favour of a spouse or a relative in the line of succession, shall not be deemed to represent a transfer of ownership for the purpose of determining the above qualification period or the eligibility for double voting rights (Article 18 § 6 of the Articles of Association).

Article 18 of the Company's Articles of Association provides that at Shareholders' Meetings, no shareholder may cast, by himself or through his agent, on the basis of the single voting rights attached to the shares he holds directly or indirectly and the shares for which he holds powers, more than 10% of the total number of voting rights attached to the Company's shares. However, in the case of double voting rights, this limit may be extended to 20%.

Use of electronic communications to give notice of the appointment or dismissal of a shareholder's representative

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notice of the appointment or dismissal of a shareholder's representative may also be communicated electronically, as follows:

Holders of pure or administered registered shares:

- The shareholder should connect to the PlanetShares site (<https://planetshares.bnpparibas.com>) using his or her usual ID numbers and go to the "my shareholder space – my general meetings" page, then click on the "representative appointment or dismissal" button.

Holders of bearer shares:

If the financial intermediary has adhered to the VOTACCESS service:

- The shareholder should connect to the "Stock market" online service of his/her financial intermediary and go to his/her securities account or French share savings plan ("PEA") online in order to access the VOTACCESS service.
- The shareholder should then follow the instructions which appear on screen.

If the financial intermediary has not adhered to the VOTACCESS service:

- the shareholder should send an e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com. The e-mail must include the following information: the last and first name, address and current nominee account number of the shareholder, or if necessary the shareholder's complete banking reference

information, and the last and first name and address of the shareholder's representative.

- The shareholder **must** instruct his or her financial institution to send **written confirmation** of such appointment or dismissal of a representative, as the case may be, to **BNP Paribas Securities Services, Service CTS Meetings Department, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, France**.

Notices of representative appointment or dismissal only may be sent to the above email address. Other requests (or notices referring to other matters) cannot be handled at that email address.

In order for the electronically communicated appointments or dismissals of shareholders' representatives to be valid and taken into account, the written confirmations sent by financial institution must be received at the latest by 3:00 PM (Paris time) on the day before the Meeting. Paper notices of the appointment or dismissal of representatives must be received at the latest 3 calendar days before the date of the Meeting.

Notice, prior to the Meeting, of participations linked to temporary ownership of shares (securities lending)

If the number of shares temporarily owned by them represents more than 0.5% of voting rights, temporary shareholders (regardless of the means of such temporary ownership: securities lending, repurchase agreements, portages, etc.) are required to report the number of shares temporarily owned by them to the *Autorité des marchés financiers* (AMF), and to the Company, at the latest by the 3rd business day before the date of the Meeting.

If any information in the report statement is missing or incorrect, this would expose the shareholder to the risk of losing his or her voting rights, so in order to facilitate the receipt and handling of such reports, **the Company has set up a special e-mail address to receive these reports.**

Any shareholder who is required to report must send an e-mail to the following address:

holding.df-shareholdingnotification@total.com

The e-mail must include the following information:

The identity of the declarant, the identity of the assignor in a temporary transfer transaction, the nature of the transaction, the number of shares transferred in the transaction, the date and maturity date of the transaction, and the voting agreement, if any. Such information may be presented in the same format as the one recommended by the AMF in its Instruction No. 2011-04, dated February 2, 2011.

The details received by the Company will be published on its Website.

TOTAL is one of the largest integrated oil and gas companies in the world, with activities in more than 130 countries.



Yadana platform, Myanmar.

The Group is also **a first rank player in chemicals.**

Its **97,000 employees** put their expertise to work in every part of the industry:

Exploration and Production / Gas & Power / Refining and Chemicals / Marketing & Services / New Energies.

TOTAL is working **to help satisfy the global demand** for energy, both today and tomorrow.

Adjusted net income
(Group share)

B€ 12.4

[+8% vs 2011]

Hydrocarbon production

2,300 thousand
barrels

of oil equivalent per day

Net investments

B€ 17.1

[+7% vs 2011]

Net-debt-to-equity ratio

21.4%

At December 31, 2012

Dividend 2012

2.34

euros per share ⁽¹⁾
[about +3% vs 2011]

Effective tax rate

56.2%

[compared to 58.4% in 2011]

(1) Subject to the approval by the Shareholders' Meeting on May 17, 2013.

Key figures from the TOTAL consolidated statements

In millions of euros except earnings per share, number of shares and dividend	2012	2011	2012 vs 2011
Sales	200,061	184,693	+8%
Adjusted operating income from business segments	24,986	24,409	+2%
Adjusted net operating income from business segments	13,437	12,263	+10%
Adjusted net income ⁽¹⁾	12,361	11,424	+8%
Adjusted fully-diluted earnings per share (euros)	5.45	5.06	+8%
Investments ⁽²⁾	22,943	24,541	-7%
Divestments	5,871	8,578	-32%
Cash flow from operations	22,462	19,536	+15%
Dividend	2.34	2.28	+3%

(1) Adjusted results are defined as income using replacement cost, adjusted for special items, excluding the impact of changes for fair value.

(2) Including acquisitions.



Solar power plant in Madinat Zayed, United Arab Emirates.



Normandy refinery, France.



Sonamet yard, Lobito, Angola.

Full year 2012 result

Consolidated sales were 200,061 million euros (M€) in 2012 from M€184,693 in 2011, an increase of 8%.

Operating income

On average, the oil market environment was stable compared to the previous year. For 2012, the average Brent price remained around 111.7\$/b and the average realized price of gas for the Group increased by 3% to 6.74\$/Mbtu, compared to 6.53\$/Mbtu in 2011. In the Downstream, the ERMI increased to 36.0\$/t on average for 2012, compared to 17.4\$/t in 2011.

The euro-dollar exchange rate averaged 1.28\$/€ in 2012 compared to 1.39\$/€ in 2011.

In this environment, the adjusted operating income from the business segments was M€24,986, an increase of 2% compared to 2011⁽¹⁾.

Net income Group share

Net income (Group share) was M€10,694 compared to M€12,276 in 2011.

The effective tax rate for the Group was 56.2% in 2012 compared to 58.4% in 2011.

On December 31, 2012, there were 2,270.4 million fully-diluted shares compared to 2,263.8 million on December 31, 2011.

In 2012, adjusted fully-diluted earnings per share, based on 2,266.6 million fully-diluted weighted-average shares, was €5.45, an increase of 8% compared to €5.06 in 2011.

Cash flow

Cash flow from operations was M€22,462 in 2012, an increase of 15% compared to 2011, essentially due to the change in working capital requirements between the two periods.

Adjusted cash flow from operations⁽²⁾ was M€21,612, an increase of 8%.

The Group's net cash flow⁽³⁾ was M€5,390 compared to M€3,573 in 2011.

The net-debt-to-equity ratio was 21.4% on December 31, 2012, compared to 23.0% on December 31, 2011.

Investments – divestments

Investments, excluding acquisitions and including changes in non-current loans, were B€18.5 in 2012 compared to B€14.8 in 2011, due to an increase in investments relating to new Upstream projects under development.

Acquisitions were B€3.1 in 2012, comprised essentially of the acquisition of interests in exploration and production licenses in Uganda, an additional 1.3% stake in Novatek⁽⁴⁾, various exploration licenses, the minority interest in Fina Antwerp Olefins and the carry agreement in the Utica shale gas and condensates field in the US.

For 2012, asset sales were B€4.6, comprised essentially of sales of the remainder of the Group's shares of Sanofi, a stake in the Gassled pipeline in Norway, Upstream assets in Nigeria, the UK, Colombia and France, as well as interests in Pec-Rhin and Geostock in France and in Composites One in the US.

Profitability

The return on average capital employed (ROACE)⁽⁵⁾ for the Group for 2012 was 16%, stable compared to 2011. Return on equity for 2012 was 18%, also stable compared to 2011.

(1) Special items affecting operating income from the business segments had a negative impact of M€2,342 in 2012 and a negative impact of M€873 in 2011.

(2) Cash flow from operations at replacement cost before changes in working capital.

(3) Net cash flow = cash flow from operations - net investments.

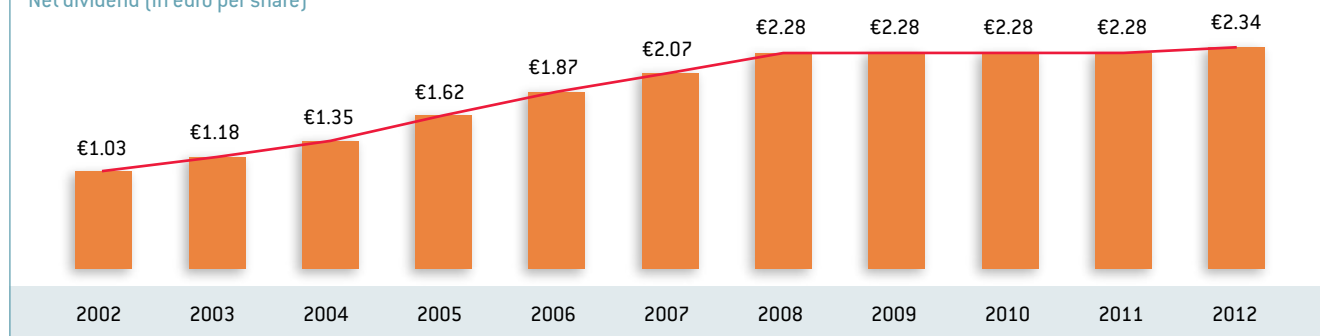
(4) The Group's interest in Novatek was 15.3% at December 31, 2012.

(5) Calculated based on adjusted net operating income and average capital employed, using replacement cost.

TOTAL S.A. parent Company results and proposed dividend

Over the past ten years, the dividend has been multiplied by 2.27.

Net dividend (in euro per share)



Net income for TOTAL S.A., the parent Company, was M€6,520 in 2012, compared to M€9,766 in 2011.

After closing the 2012 accounts, the Board of Directors decided to propose at the May 17, 2013, Annual Shareholders Meeting a dividend of €2.34 per share for 2012, an increase of approximately 3% compared to the previous year.

Based on 2012 adjusted net income, the payout ratio would be 43%.

Taking into account the three 2012 interim dividends, the remaining €0.59 per share would be paid on June 27, 2013.

The ex-dividend date for the remainder of the 2012 dividend would be June 24, 2013; for the ADR (NYSE:TOT) the ex-dividend date would be June 19, 2013.



Platform of Port Gentil, Gabon.

Overview of the 2012 fiscal year for TOTAL

In 2012, TOTAL again delivered solid performance with net income of B€12.4 (up 8%) and reinforced its strong financial position. The environment remained favorable in the Upstream, with Brent prices above 110\$/b and, in the Downstream, refining margins benefited from a temporary rebound at mid-year.

With safety as the priority, the Group continues to progress towards its three main objectives. To successfully start-up projects, on time and in budget, for the Group's profitable growth over the coming years. To rely on a recently expanded exploration portfolio for more significant discoveries. And, finally, to continue the restructuring of downstream activities for improved profitability and resilience in an evolving market.

Adjusted net operating income from the **Upstream** segment in 2012 was M€11,186 compared to M€10,602 in 2011, an increase of 6%.

The effective tax rate for the Upstream was 58.3% in 2012 compared to 60.4% in 2011.

Technical costs for consolidated subsidiaries, in accordance with ASC 932 ⁽¹⁾, were 22.8\$/boe in 2012, compared to 18.9\$/boe in 2011, mainly due to increased non-cash expenses relating to start-ups such as Pazflor, Halfaya, and Usan, as well as increased exploration expenses.

The ROACE for the Upstream segment was 18% in 2012 compared to 21% in 2011.

Adjusted net operating income from the **Refining & Chemicals** segment in 2012 was M€1,414, an increase of 67% compared to M€848 in 2011. This increase is mainly due to the positive effect of improved refining margins in Europe, noting that throughput at the Group's refineries decreased on a global basis by 4% between the two periods, and the petrochemical environment weakened, particularly in Europe and in polymers. The decrease in adjusted net operating income for the **Specialty Chemicals** is attributable entirely to the sale of the resins business in mid-2011. Excluding this portfolio effect, the adjusted net operating income for the Specialty Chemicals would have increased slightly.

The ROACE for the Refining & Chemicals segment was 9% for 2012, compared to 5% for 2011.

For 2012, **Marketing & Services** sales were B€86.6, an increase of 2% compared 2011.

Adjusted net operating income from the Marketing & Services segment was M€837 in 2012, an increase of 3% compared to M€813 in 2011. This increase is explained principally by the improved performance of New Energies. Marketing activities continued to provide stable results despite sales volumes generally decreasing, due in particular to improved results from activities in the Asia-Pacific and Eastern European regions.

The ROACE for the Marketing & Services segment was 12% for 2012, compared to 13% for 2011.

(1) FASB Accounting Standards Codification Topic 932, Extractive industries – Oil and Gas.



Gas processing plant, Myanmar.



Petroleum products deposit of Kampala, Uganda.

2013 Sensitivities^(*)

	Scenario	Change	Impact on adjusted operating income (e)	Impact on adjusted net operating income (e)
Dollar	1.30\$/€	+0.1 \$ par €	-B€2.2	-B€0.95
Brent	100\$/b	+1\$/b	+B€0.24 / B\$0.31	+B€0.11 / B\$0.14
European refining margins (ERMI)	30\$/t	+1\$/t	+B€0.08 / B\$0.1	+B€0.05 / B\$0.06

^(*) Sensitivities are revised once per year upon publication of the previous year's fourth quarter results. Sensitivities are estimates based on assumptions of the Group's portfolio in 2013. Actual results could vary significantly from estimates based on the application of these sensitivities. The impact of the €-\$ sensitivity on adjusted operating income and adjusted net operating income attributable to the Upstream segment are approximately 80% and 70% respectively. The remaining impact is essentially on the Refining & Chemicals segment.

Outlook

To create profitable and sustainable growth, TOTAL invests in value-creating projects and optimizes its portfolio, in particular by divesting non-core assets and subsidiaries with limited growth potential or those in which the Group has a low working interest.

The net investment budget of TOTAL for 2013 is B\$22, stable compared to 2011 and 2012. In executing its 2012-14 asset sale program of B\$15-20, the Group sold B\$6 of assets in 2012 and anticipates reaching the low-end of its target range by the end of 2013 with the closing of the Usan sale and other divestments already in progress. The organic investment budget for 2013 is B\$28, more than 80% of which will be dedicated to Upstream, principally for highly competitive and profitable projects scheduled to start-up before 2017.

In the **Upstream**, TOTAL confirms its production growth targets for 2015, 3% per year on average over the period 2011-2015, and for 2017, a potential of 3Mboe/d, all based on improved visibility. TOTAL is focused on delivering its projects on time and in budget. In 2013, production growth should be fueled by 2012 start-ups as well as anticipated 2013 start-ups, including Anguille in Gabon, Angola LNG, Kashagan in Kazakhstan, and the extension of OML 58 in Nigeria. In addition, the Group worked in cooperation with the UK authorities towards a safe and progressive restart of Elgin-Franklin during the first quarter 2013. Visibility on the Group's production growth targets will be further enhanced this year by the launch of additional major projects, notably in West Africa.

The exploration budget has been increased to B\$2.8 for 2013, and the high-potential exploration program for 2013 reflects the new dynamic of the Group, with prospects to be drilled in Ivory Coast, Gabon, Kenya, and Brazil.

In **Refining & Chemicals**, the restructuring in progress should yield productivity gains and provide synergies in 2013, and in turn contribute to increased profitability, in line with the objec-

tive of a segment ROACE of 13% in 2015. The year 2013 also should be highlighted by the start-up of Jubail in Saudi Arabia. This fully-integrated refinery will have a 400kb/d capacity for heavy crude and will provide refined products to growth markets like the Middle East and Asia.

Marketing & Services seeks to continue to strengthen its worldwide positions and to capitalize on its ability to respond to its customers' needs. New Energies will pursue its productivity, development, and innovation programs to increase its contribution.

The Group confirms its commitment in favor of a competitive policy for returns to shareholders, in keeping with its objective of sustainable growth.

TOTAL has embarked on an important program of investments and asset sales to deliver value-creating growth, all while preserving a strong balance sheet, providing shareholder returns, and keeping its environmental and social commitments. It is thus with discipline, determination and optimism that the Group prepares for its future.

Five year financial summary and income allocation concerning the Parent Company

	2012	2011	2010	2009	2008
I - Share capital at year end					
Common stock (thousands of euros)	5,914,833	5,909,418	5,874,102	5,871,057	5,929,520
Number of common shares outstanding ^(a)	2,365,933,146	2,363,767,313	2,349,640,931	2,348,422,884	2,371,808,074
Number of future shares to issue					
• Share subscription options ^(a)	32,462,382	44,632,912	49,267,826	45,828,769	42,965,666
• Elf Aquitaine options and shares covered by the exchange guarantee ^(a)	-	-	-	-	610,086
• Global Free share Plan	974,900	2,494,525	2,579,225	-	-
II - Operations and income for the year (thousands of euros)					
Net commercial sales	14,127,247	12,102,415	8,347,108	6,246,165	9,970,955
Employee profit sharing	55,000	51,000	48,000	35,000	42,000
Net Income	6,519,782	9,766,284	5,840,088	5,633,681	6,007,609
Retained earnings before appropriation	9,314,000	4,916,078	4,425,753	4,114,277	3,416,997
Income available for appropriation	15,833,782	14,682,362	10,265,841	9,747,958	9,424,606
• Dividends (including interim dividends)	5,581,925	5,392,829	5,384,541	5,354,404	5,407,722
• Retained earnings	10,251,857	9,289,533	4,881,300	4,393,554	4,016,884
III - Earnings per share (euros)					
Income after tax, before depreciation, amortization and provisions ^{(a) (b)}	3.44	4.80	2.90	2.68	2.87
Net income ^{(a) (b)}	2.88	4.33	2.60	2.52	2.67
Net dividend per share ^(a)	2.34	2.28	2.28	2.28	2.28
IV - Employees (thousands of euros except for the number of employees)					
Average number of employees during the year ^(c)	7,076	7,001	6,809	6,595	6,311
Total payroll for the year	954,487	910,707	815,269	881,515	666,686
Social security and other staff benefits	383,844	331,248	311,114	312,973	282,040

(a) On May 18, 2006, the nominal value of shares was divided by 4.

(b) Earnings per share are calculated based on the fully-diluted weighted-average number of common shares outstanding during the year, excluding treasury shares and shares held by subsidiaries.

(c) Including employees in end-of-career holiday or early retirement (Exemption from activity: 50 persons in 2008, 74 persons in 2009, 79 persons in 2010, 89 persons in 2011 and 96 persons in 2012).

- Report of the Board of Directors
- Reports of the Auditors

I – Resolutions for the Ordinary General Meeting

- Approval of parent Company financial statements dated December 31, 2012
- Approval of consolidated financial statements dated December 31, 2012
- Allocation of earnings, declaration of dividend
- Authorization for the Board of Directors to trade in shares of the Company
- Renewal of the appointment of Mr. Thierry Desmarest as a Director
- Renewal of the appointment of Mr. Gunnar Brock as a Director
- Renewal of the appointment of Mr. Gérard Lamarche as a Director
- Appointment of a Director representing employee shareholders (candidate: Mr. Charles Keller)^(*)
- Appointment of a Director representing employee shareholders (candidate: Mr. Philippe Marchandise)^(*)
- Determination of the total amount of Directors compensation

() In application of Article 11 of the Company's Articles of Association, only one candidate representing employee shareholders is to be appointed as Director. The candidate receiving the highest number of votes, and having at least a majority of the votes cast will be appointed to serve in this capacity.*

II – Resolutions for the Extraordinary General Meeting

- Authorization to the Board of Directors to grant subscription or purchase options for the Company's shares to certain employees of the Group as well as to the management of the Company or of other Group companies, entailing shareholders' waiver of their preemptive right to subscribe the shares issued as a result of the exercise of subscription options.
- Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided in Articles L. 3332-18 and following the French Labour Code, which entails shareholders' waiver of their preemptive right to subscribe the shares issued due to the subscription of shares by Group employees.

The Company has also received from the UES Upstream TOTAL Group Worker's Council – 2 place Jean Millier – la Défense 6 – 92078 Paris la Défense cedex (France), five new proposed resolutions relating to the following subjects:

- Establishment of an independent Ethics Committee;
- Components of the compensation of corporate officers and employees that are linked to industrial safety indicators;
- TOTAL's commitment to the Diversity Label;
- Employee Representative on the Compensation Committee;
- Expansion of individual share ownership (loyalty dividend).

Resolutions for the Ordinary General Meeting

Approval of annual financial statements and allocation of earnings

The purpose of the **first resolution** is the approval of the parent Company's financial statements for fiscal year 2012.

The purpose of the **second resolution** is approval of the consolidated financial statements for fiscal year 2012.

The purpose of the **third resolution** is to determine the allocation of earnings.

It is proposed that the dividend for fiscal year 2012 be set at €2.34 per share. It is pointed out that an interim dividend of €0.57 per share and two interim dividends of €0.59 per share were paid on September 27, 2012, December 20, 2012, and March 21, 2013, respectively. Consequently, the balance to be distributed is €0.59 per share.

This dividend balance shall be paid in cash on June 27, 2013, with the share trading ex-dividend on Euronext Paris on June 24, 2013.

In compliance with Article 243 bis of the French General Tax Code, it is specified that the interim dividend payment of €0.57 per share and the two interim dividend payments of €0.59 per share, as well as the distributable balance of €0.59 per share, are eligible for the 40% deduction available to individual taxpayers whose tax residence is in France, which was established by Article 158, Paragraph 3, Subsection 2 of the French General Tax Code. In addition, on the basis of Article 117 quater of the French General Tax Code in force as of December 31, 2012, individual taxpayers whose tax residence is in France who receive, pursuant to the management of their private assets, dividends that are eligible for the aforementioned 40% deduction, shall be subject, beginning on January 1, 2013, to mandatory withholding of 21% of gross dividends, not including social security withholding. However, individual taxpayers belonging to a tax household whose reference taxable income

for the next to last year, as defined by Article 1417, Section IV, Paragraph 1 of the French General Tax Code, is less than €50,000, in the instance of unmarried, divorced or widowed taxpayers, and less than €75,000 in the instance of taxpayers subject to joint taxation, may request to be exempted from this withholding in accordance with the terms and conditions established by Article 242 quater of that same Code. This mandatory withholding is an income tax prepayment. It is chargeable to the income tax due for the year in which it is executed. If it exceeds the tax due, it shall be refunded. Thus, the withholding paid in 2013 shall be chargeable to the tax due in 2014 on the income received in 2013.

Authorization granted to the Board to trade in shares of the Company

During 2012, your Company purchased, pursuant to the authorization granted by the fourth resolution of the Shareholders' Meeting on May 11, 2012, 1,800,000 shares at an average unit price of €37.80, for the purpose of covering the plan for the allotment of existing shares free of charge, which was decided at the Board of Directors meeting on July 26, 2012. Furthermore, the Company did not cancel any shares during 2012.

Since the authorization granted by the Shareholders' Meeting on May 11, 2012 expires on November 11, 2013, in the **fourth resolution** we propose that you authorize your Board of Directors to execute transactions in Company shares at a maximum purchase price of €70 per shares.

The aforementioned transactions are to be carried out pursuant to Article L. 225-209 of the French Commercial Code. These transactions may be carried out at any time, with the exception of the periods of public offerings of the Company share capital, in compliance with currently applicable regulations.

Pursuant to the provisions of Article L. 225-209 of the French Commercial Code, the maximum number of shares that can



Port of Baku, Azerbaijan.

be repurchased under this authorization may not exceed 10% of the total number of outstanding shares as of the date that said authorization is exercised. The purchases made by the Company may under no circumstances cause it to hold, either directly or indirectly through indirect subsidiaries, more than 10% of the share capital.

Furthermore, on the basis of Article L. 225-209, Paragraph 6 of the French Commercial Code, the number of shares purchased by the company for the subsequent use as payments or exchanges under a merger, spinoff or contribution transaction, may not currently exceed 5% of its share capital.

As of December 31, 2012, out of the 2,365,933,146 outstanding shares, the Company directly held 8,060,371 shares, and indirectly held through its subsidiaries 100,331,268 shares, for a total of 108,391,639 shares. On the above bases, the maximum number of shares that the Company could potentially buy back is 128,201,675 shares, and the maximum amount that it could expend to purchase said shares is 8,974,117,250 euros.

This authorization to execute transactions in Company shares shall be granted for an eighteen month period.

Board of Directors

The Board of Directors consists of fifteen Directors, including one Director who represents employee shareholders, and has five women (who represent 1/3 of the Directors) and four Directors of foreign nationality (who represent 27%). The Directors of TOTAL S.A. have a variety of backgrounds. They are present, active and involved in the work of the Board and the Committees on which they serve. The complementarity of their professional experience and expertise are considerable assets for the quality of Board deliberations regarding decisions the Board must make. For that reason, the Board of Directors has decided to propose that you maintain a balance that it considers satisfactory, by submitting to the Shareholders' Meeting the reappointment of three Directors and the appointment of a Director representing employee shareholders, as a replacement for the Director whose term of office is expiring.

Pursuant to the recommendations of the Nominating & Governance Committee, under the terms of the **fifth, sixth, and seventh resolutions** we propose that you reappoint for a three-year period ending at the conclusion of the Shareholders' Meeting called to make decisions regarding the fiscal year 2015 financial statements, the Directors Messrs. Thierry Desmarest, Gunnar Brock and Gérard Lamarche, whose terms of office shall expire at the conclusion of this Shareholders' Meeting.

Mr. Desmarest shall continue to give the Board the benefit of his in-depth knowledge of the energy sector and his lengthy experience in that field. He shall maintain his commitment by continuing to actively contribute to the quality of discussions within the Board.

Mr. Brock shall continue to give the Company the benefit of the managerial, operational and international experience he acquired during his career with various European business groups.

Mr. Lamarche shall contribute to the Board his in-depth knowledge of energy business segments, and shall continue to give the Board the benefit of his expertise, particularly in financial matters.

Under the terms of the **eighth and ninth resolutions**, we propose the appointment of a Director representing employee shareholders. Since the Board has determined that as of December 31, 2012, the Group employees' equity stake, in compliance with Article L. 225-102 of the French Commercial Code, represented 4.43% of the Company share capital, and since the term of office of the Director representing employee shareholders, who was appointed by the Shareholders' Meeting on May 21, 2010, is expiring at the conclusion of this Shareholders' Meeting, it is proposed, in compliance with Article 11 of the Company by-laws, that a Director representing employee shareholders once again be appointed.

It is proposed that you choose from among the following employee shareholders:

- Mr. Charles Keller, a member of the Supervisory Board of the collective investment fund "TOTAL ACTIONNARIAT"



Jubail refinery, Saudi Arabia.

FRANCE”, selected as a candidate for the Director representing employee shareholders by the Supervisory Board of the collective investment fund “TOTAL ACTIONNARIAT FRANCE” (which held 80,038,262 shares as of 12/31/2012) (**eighth resolution**);

- Mr. Philippe Marchandise, Chairman of the Supervisory Board of the collective investment fund “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION”, selected as a candidate for the Director representing employee shareholders by the Supervisory Board of the Collective Investment Fund “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” (which held 19,995,266 shares as of 12/31/2012) (**ninth resolution**).

According to Article 11 of the Company’s by-laws, the person from among the above-indicated candidates who receives the highest number of votes from the shareholders present or represented at your Shareholders’ Meeting shall be appointed as a Director representing employee shareholders, provided that there is a majority vote in favor of the resolution for his appointment.

The Board recommends appointing Mr. Charles Keller as Director representing employee shareholders. Consequently, **the Board approved the eighth resolution and did not approve the ninth resolution.**

Additional information on Messrs. Keller and Marchandise is contained on page 27.

At the conclusion of the Shareholders’ Meeting, in the event the resolutions approved by the Board are approved, the Board of Directors shall have four persons of foreign nationality as well as five women, out of a total of fifteen members.

Directors’ fees allocated to the Board of Directors

The purpose of the **tenth resolution** is to submit for your approval the maximum annual amount of directors’ fees that can be allocated to the Directors.

The establishment of the Strategy Committee in April 2011 as well as the expansion of the work of the Board and the Committees have specifically resulted in an increase in the number of meetings held during the course of the fiscal year. Consequently, your Board of Directors proposes an increase in the maximum annual budget for directors’ fees to be distributed to the Directors, in strict compliance with the principles established by the Rules of procedure of the Board of Directors and the rules established at the recommendation of the Nominating & Governance Committee. The terms and conditions for the distribution of directors’ fees that determine the fixed and variable amounts paid for actual participation in a Board or Committee meeting, which were established by the Board on October 27, 2011 and are described in the Reference Document, have not been amended to date.

Your Board of Directors therefore proposes that you decide to set at 1,400,000 euros the annual maximum amount of directors’ fees allocated to the Board of Directors for fiscal year 2013. If approved, this decision shall be maintained and that same global amount shall be allowed to the Board of Directors for subsequent fiscal years, until the Shareholders’ Meeting adopts another decision. This decision shall supersede the decision issued by the Shareholders’ Meeting on May 11, 2007, which set the maximum annual amount of directors’ fees at €1,100,000, which has not been reassessed.



Qatargas plant, Qatar.



Field of Kashagan, Kazakhstan.

Resolutions for the Extraordinary General Meeting

Granting of options for the subscription and purchase of Company shares (entailing shareholders' waiver of their preemptive right to subscribe shares issued due to the exercise of subscription options)

An option for the subscription or purchase of shares is a right granted to an employee or a manager to subscribe or purchase beginning on a given date and for a certain period of time, a Company share at a price determined at the time the options are granted (referred to as the exercise price).

In the case of the Company, beneficiaries may exercise the granted options beginning with the start of the exercise period for the options, which is established as being eight years following the date the options are granted.

The granting of options for the subscription or purchase of shares (in the applicable circumstance, supplemented by the allotment of shares free of charge) specifically makes it possible to enhance over time the convergence of the beneficiaries' interests with shareholders' interests.

At the time of the Shareholders' Meeting on May 21, 2010, you authorized your Board to grant, on one or more occasions, options for the subscription and purchase of Company shares to Group employees as well as to the managers of the Company or Group companies, within a maximum limit of 1.5% of the share capital. In addition, the options granted to managers may not exceed 0.1% of the outstanding share capital as of the date of the Board of Directors meeting at which it is decided to grant the options.

Pursuant to this authorization, a total of 6,525,000 subscription options, representing 0.28% of the outstanding share capital as of December 31, 2012, were granted by your Board of Directors (at its meetings on September 14, 2010 and September 14, 2011. The Board did not grant options in 2012).

The options granted in 2010 and 2011 on the basis of the aforementioned authorization are subject to a presence condition.

All the options granted to the Chairman and Chief Executive Officer are subject to presence and performance conditions.

All the options the Board granted to other beneficiaries on September 14, 2011 are also subject to presence and performance conditions. A portion of the share subscription options granted on September 14, 2010, above a certain threshold, are subject to performance conditions.

Because the aforementioned authorization granted by the twenty-first resolution of the Shareholders' Meeting on May 21, 2010 is expiring on July 21, 2013, in the **eleventh resolution** we propose that you authorize your Board for a period of 38 months to grant options for the subscription and purchase of your Company's shares to the employees and managers of your Company and companies (or Economic Interest Groups) affiliated with the Company, which is to say, companies in which TOTAL S.A. directly or indirectly holds at least 10% of the share capital.

Such an authorization shall allow the Board to have, at the recommendation of the Compensation Committee, a tool to promote employee loyalty and motivation that may, if appropriate, be associated with allotments of shares free of charge.

Maximum Limits

The options granted on the basis of this authorization may not grant the right to subscribe or purchase a number of shares that exceeds 0.75% of the share capital as of the date that the Board decides to grant the options.



Absheron platform, Baku, Azerbaijan.

The total number of shares corresponding to the total of the following:

- (i.) the maximum number of shares that could be issued due to the exercise of options for the subscription of shares granted pursuant to this authorization;
- (ii.) the maximum number of shares that could be issued from the exercise of share subscription options granted pursuant to previous authorizations and not yet exercised as of December 31, 2012;
- (iii.) shares allotted under plans for the allotment of shares free of charge, during a purchase period;
- (iv.) free shares that can potentially be awarded on the basis of the authorization granted at the Shareholders' Meeting on May 13, 2011 for the granting of free shares;

shall be less than 5% of the share capital as of December 31, 2012.

In addition, the options granted to Company managers may not exceed 0.05% of the outstanding share capital as of the date of the Board of Directors meeting at which it is decided to grant the options.

Performance Conditions

The options granted to Company managers are subject to meeting the performance conditions that shall be established by the Board of Directors as a function of various criteria, which shall include, at a minimum, the Group's Return On Equity, or ROE, and Return On Average Capital Employed, or ROACE. These performance conditions shall be applicable for a minimum period of three consecutive fiscal years.

For the other beneficiaries, the Board must make the options granted subject to meeting performance conditions that shall also be assessed over a minimum period of three consecutive company fiscal years, and that shall be determined by the Board of Directors as a function of various criteria, which shall include, at a minimum, the Group's Return On Equity (or ROE).

Subject to a Board of Directors decision that, at the recommendation of the Compensation Committee, decides to utilize this authorization in 2013, the performance condition applicable to the options that may in the applicable circumstance be granted to the Chairman and Chief Executive Officer shall provide that the final number of options granted shall be a function of the Group's average Return On Equity (or ROE) and Return On Average Capital Employed (or ROACE) for fiscal years 2013 through 2015.

These performance conditions shall be applied in the following manner:

With respect to 50% of the options granted,

- if the average ROE is less than or equal to 8%, the "allotment rate", stated as a% ("percentage"), shall be 0;
- if the average ROE is greater than 8% and less than 16%, the "allotment rate" shall range between 0% and 100%, following a rule of linear progression between these two limits;
- if the average ROE is greater than or equal to 16%, the "allotment rate" shall be 100%.

With respect to the other 50% of the shares granted,

- if the average ROACE is less than or equal to 7%, the "allotment rate" stated as a% ("percentage"), shall be 0;
- if the average ROACE is greater than 7% and less than 15%, the "allotment rate" shall range between 0% and 100%, following a rule of linear progression between these two limits;
- if the average ROACE is greater or equal to 15%, the "allotment rate" shall be 100%.

The performance condition applicable to options that, in the applicable circumstance, could potentially be granted to other beneficiaries in 2013 shall provide that the final number of options granted shall be a function of the average Return on Equity (ROE) for fiscal years 2013 through 2015.



Petrochemicals plant of Gonfreville-Lorcher, France.

This performance condition shall be applied in the following manner:

- if the average ROE is less than or equal to 8%, the “allotment rate”, stated as a% (“percentage”), shall be 0;
- if the average ROE is greater than 8% and less than 16%, the “allotment rate” shall range between 0% and 100%, following a rule of linear progression between these two limits;
- if the average ROE is greater than or equal to 16%, the “allotment rate” shall be 100%.

The Board shall determine the performance conditions applicable to options for the subscription or purchase of shares that are possibly granted in 2014 and 2015, in such a way that they are demanding and relevant as a function of changes in the environment.

These conditions shall be presented in the Company’s Registration Document.

Other Characteristics

You are also requested to authorize your Board to determine all the other conditions for the granting of these options for the subscription and purchase of Company shares.

We advise you that the exercise of share subscription and purchase options granted by the Company shall be subject to a presence condition.

The term of the options shall be a maximum of eight years from the grant date.

The number and the purchase or subscription price for shares covered by the granted options shall be adjusted as necessary by the Board of Directors in compliance with applicable law.

The price shall be established by the Board of Directors and may not be less than the average of the closing prices listed during the last twenty trading sessions preceding the date when the Board grants the options.

In addition, in the event of the granting of share purchase options, in compliance with Article L. 225-179 of the French Commercial Code, the allotment price of share purchase options may not be, as of the date when the purchase options are granted, less than 80% of the average purchase price of shares held by the Company pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code.

Retention and Hedging of Shares by Corporate Executive Officers

The Rules of Procedure of the Board of Directors prohibits Directors from employing products to hedge the shares they hold as well as the options granted to them, as the case may be.

Furthermore, we inform you that, in compliance with Article L. 225-185 of the French Commercial Code, your Board shall either decide that options cannot be exercised by corporate executive officers prior to termination from their positions, or shall establish the quantity of shares issued due to the exercise of options that they shall be required to retain as registered shares until they are terminated from their positions. In the applicable circumstance, the terms and procedures established by your Board shall be communicated to you in the report that the Board shall submit to the Annual Shareholders’ Meeting.

We advise you that the Board of Directors has decided, with respect to the share subscription options granted on September 14, 2011, that the Chairman and Chief Executive Officer shall be required to retain as shares directly registered with the Company, until termination from his position, 50% of the unrealized capital gains on purchases, after taxes and contributions, pertaining to the shares received from the exercise of options under this plan. When the Chairman and Chief Executive Officer holds a quantity of shares⁽¹⁾ that represents five times the fixed portion of his currently applicable gross annual compensation, that percentage shall be 10%. If this condition is no longer met, the above-indicated 50% retention requirement shall again be applicable.

(1) In the form of shares or shares in investment funds invested in Company securities.



Platform off Port Gentil, Gabon.

Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares reserved for the members of a company or group savings plan, in accordance with the terms and conditions established by Articles L. 3332-18 ff. of the French Labour Code (which entails shareholders' waiver of their preemptive right to subscribe the shares issued due to the subscription of shares by Group salaried employees)

Because this Extraordinary Shareholders' Meeting must make a decision regarding an authorization that may lead to an increase in the Company share capital, under the eleventh resolution, we are submitting to you, in compliance with the provisions of Article L. 225-129-6 of the French Commercial Code, a resolution for an increase in share capital reserved for employees, pursuant to the provisions of Articles L. 3332-18 through L. 3332-24 and Articles L. 3332-1 through L. 3332-9 of the French Labour Code on employee share ownership, and Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code. We are therefore requesting that you, by means of the **twelfth resolution**, delegate to your Board the authority to decide to increase the Company share capital, on one or several occasions, in the maximum amount of **1.5%** of the outstanding share capital as of the date of the Board of Directors meeting at which the issuance is decided,

with the specification that the amount of share capital issued pursuant to this twelfth resolution shall be charged to the overall share capital increase maximum limit authorized by the Shareholders' Meeting on May 11, 2012 in its thirteenth resolution, as well as to reserve the subscription of all the shares to be issued for members of a company or group savings plan of the Company and the French and foreign companies affiliated with the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, in accordance with the terms and conditions established by Article L. 3332-2 of the French Labour Code.

The Board reminds you that such issuances require that you waive your preemptive subscription right, for the benefit of the members of a company or group savings plan for which the share capital increases shall be reserved, in accordance with the conditions established by Article L. 3332-2 of the French Labour Code.

The subscription price for the shares to be issued may not be less than the average of the closing prices listed during the twenty days trading sessions preceding the date of the Board of Directors meeting that determines the opening date of subscriptions, reduced by the maximum discount provided for by law on the day of the Board of Directors' decision.

This delegation of authority shall be granted for a period of twenty-six months following this Shareholders' Meeting.



Jubail refinery, Saudi Arabia.

Resolutions presented in accordance with the provisions of Articles L. 2323-67 and R. 2323-14 of the French Labour Code

Following the publication of the notice of the Company's Shareholders' Meeting in the French *Bulletin d'Annonces Légales Obligatoires* (Bulletin of Mandatory Legal Announcements or BALO) on February 25, 2013, the Company has received new proposed resolutions from the UES Upstream TOTAL's Workers Group Council – 2 place Jean Millier – La Défense 6 – 92078 Paris la Défense cedex (France), in accordance with the provisions of Article L. 2323-67 of the French Labour Code. The texts of the proposed resolutions are contained in resolutions A to E below (pages 37 et 38).

Reasons developed in relation to these proposals

(below is a free translation into English of the reasons transmitted in the French language by the authors of the proposed resolutions)

Reasons developed in relation to Resolution A regarding the establishment of an Independent Ethics Committee

The long term survival and growth of any company depends upon its system of values, part of which can be stated in the form of ethical principles which it applies to its relationships with its customers, suppliers, employees, host countries, and the communities involved in its operations (shareholders, civil society, etc.).

Congratulations are in order for the fact that TOTAL already has an Ethics Charter and an Ethics Committee that reports directly to the Chairman and Chief Executive Officer.

However, in order to contribute to improvement of the company's ethics performance as well as that of its executives, managers, and employees, it is recommended that the Shareholders' Meeting establish an independent Ethics Committee made up of Directors.

The Inadequacy of a Non-Independent Ethics Committee

An Ethics Committee made up exclusively of employees risks not responding with sufficient force and conviction in situations which call into question the conduct of employees or executives, and may have an impact on Committee members' professional careers.

Freedom of expression within the company promotes progress and that is true in every area, including technical and ethical areas. An oil company with professionals at the international level that deals with technical and scientific issues at the cutting edge of available technologies, cannot tolerate self-regulation by its employees with respect to both ethical issues and technical issues, which might be motivated by the fear of reprisals or displeasing those who think otherwise, at the risk of losing opportunities or making errors of judgment and assessment that could at times be tragic for the TOTAL Group, which has a presence in countries where there may be corruption and which is often exposed to complex situations and pressures. It must have a strong, independent, and credible Ethics Committee, which all employees or executives may look to in complete confidence and without fear.



The Normand Installer boat, off Lobito, Angola.



Normandy refinery in Harfleur, France.

The Contribution of a Non-Independent Ethics Committee

An independent, effective, and fair Ethics Committee will help the company prevent unethical and/or illegal practices, as well as better fight corruption.

The Ethics Committee can have an influence on all levels of the company in order to prevent any potential act of corruption, harassment, discrimination or reprisal.

The independent Ethics Committee shall replace the Ethics Committee that reports directly to the Chairman and Chief Executive Officer, shall benefit from its work and shall continue with its mission.

The Ethics Committee must have transparent, thorough and rigorous operating procedures and be easily accessible to everyone.

An independent, effective, and fair Ethics Committee will improve corporate and ethical performance as well as business and technical performance. The ability to discover new gas and oil deposits or new operating technologies is enhanced in companies that are able to listen to and carefully examine all the ideas of employees, and subsequently put them into practice if they are deemed to be advantageous. Freedom of expression on ethical issues is a precondition for freedom of expression on technical issues.

This independent Ethics Committee can best ensure effective protection of good faith whistleblowers, by assuring appropriate handling of complaints and reports regarding critical situations.

Made up of qualified persons, a majority of whom are independent directors, the Committee will be able to employ all possible assistance from Group employees or outside persons, and shall submit its annual report directly to the Board of Directors.

Comments by the Board of Directors

The Board of Directors considers that ethical issues are already addressed by the Nominating and Governance Committee which is responsible for discussing any question related to ethics and conflicts of interest. The Board of Directors thus modified the name of this Committee, which became "Governance and Ethics Committee". The current Ethics committee already reports its work to the Nominating and Governance Committee. The Chair-

man of this Committee then reports to the Board of Directors for further discussion if needed.

Considering that ethical issues are currently handled in a balanced and well-monitored way by the Board of Directors, the latter therefore decided not to approve this resolution.

Reasons developed in relation to Resolution B regarding components of the compensation of corporate officers and employees that are linked to industrial safety indicators

The TOTAL group has significantly improved several of its environmental and safety indicators in recent years. However, the year 2012 was marked by an increased number of accidental deaths, which reveals the Company's difficulties in meeting the oil industry's highest safety standards.

Safety performance is particularly dependent upon personal behavior and the company's corporate culture. An industrial company with high risk operations like TOTAL can meet the highest industrial safety standards only by promoting a climate of complete freedom of expression regarding accidents, near-accidents, and risky situations that is not impeded by the fear of pressure or reprisals. Strict compliance with procedures and good practices is also indispensable to meeting this objective. Employees and service providers must be able to express themselves freely and make their comments for the good of everyone. Errors and the causes of accidents or incidents must be analyzed with objectivity and humility, and with the desire and intention of correcting them as soon as possible.

The focus on indicators, especially if they prove not to be the most relevant, may distract attention from major industrial risks. Furthermore, linking economic or financial incentives to achieving security results may actually distort indicators and produce the opposite result by providing a sense of false security, as has been lucidly pointed out by OSHA (the Federal Occupational Safety and Health Administration in the US).



Pupils attending the "Yadana Tuition" schooling program, Myanmar.

The TOTAL Central Worker's Council (CCE) also believes that it would be dangerous to the safety of personnel, property, and the environment to link compensation components to the TRIR – Total Recordable Injury Rate (number of accidents per million hours worked). That consideration makes it possible to take into account the OSHA recommendation and prevent under-reporting or non-reporting of accidents. In the oil industry, the BP accident in 2005 (Texas City Refinery), which caused the death of 15 persons and injured 180, illustrates the dangers of linking the TRIR to compensation or bonuses, which BP publicly acknowledged in its report published after that disaster.

The TOTAL CCE was concerned about establishing a mechanism that links a portion of TOTAL employees profit-sharing to trends in the TRIR, which may cause fears of pressures or incentives not to report accidents so as not to affect the TRIR and, consequently, profit-sharing.

On the other hand, the TOTAL CCE favors, in the appropriate circumstance, linking compensation components to positive safety indicators that are such as to prevent the occurrence of accidents or reduce the seriousness and consequences of same, such as the number of hours of safety training or the number of reports of irregularities or near-accidents.

Comments by the Board of Directors

As part of the mission assigned to the Board of Directors pursuant to article L. 225-53 of the French Commercial Code, the Board of Directors considered appropriate to link the components of this compensation to industrial safety indicators. The Board of Directors decided to take into account the HSE (Health, Safety, and Environment) performance for a portion of the Chairman and Chief Executive Officer's compensation. The assessment of this performance is mainly based on the completion of the Total Recordable Injury Rate (TRIR) annual objective, considering this indicator as being widely used by the industry and recognized as relevant.

As a consequence, the Board of Directors decided not to approve this resolution.

Reasons developed in relation to Resolution C regarding TOTAL's commitment to the Diversity Label

The Diversity Label is evidence of an organization's effective and voluntary commitment to promote diversity by preventing discrimination in its Human Resources management (recruitment, hiring, and career management), while maintaining its geographic roots as well as taking an interest in the relationships that it maintains with its vendors, customers, and/or users.

This label, which is issued by AFNOR Certification pursuant to the recommendation of a national Commission, may benefit all organizations, regardless of their size or activity. It does not indicate a perfect situation within the organization in question: the Label rewards the actions previously taken and commits the organization to continuing its progress in the fight against discrimination.

Comments by the Board of Directors

Attention of the shareholders is drawn to the fact that the Group has integrated the "Diversity" topic in its Human Resources policy since 2004, with the signature of the "Diversity Charter". Discussions with social partners also led to the signature of agreements on disability, gender equality, and seniors. The Group also chose to set up a framework called "diversity road map", likely to be adapted to the specific situation of each subsidiary, and to organize an event every two years in approximately 70 subsidiaries: the "World Diversity Days", in order to continue to raise the awareness of the Group's employees on this subject.

In addition, the AFNOR Diversity Label, which is mentioned in the resolution, is concerning France only. The Group, which has worldwide operations, more particularly refers to international texts such as the Europe-Wide Agreement on Equal Opportunities or Global Compact (UNO).

As a consequence, the Board of Directors decided not to approve this resolution.



Transport boat off to Absheron platform, Baku, Azerbaijan.

Reasons developed in relation to Resolution D regarding employee representative on the Compensation Committee

The members of the TOTAL S.A. Board of Directors Compensation Committee are all either former students at the *École Polytechnique*, or former executives of very large companies.

According to the best corporate governance rules, it is necessary for TOTAL to increase independence and diversity of origin on the Compensation Committee.

Employee representatives elected by the TOTAL S.A. CCE are present on the TOTAL Board of Directors, and the presence of such representatives on the Compensation Committees of major corporations is presently considered necessary by many political officials.

The Shareholders' Meeting believes that TOTAL would improve its corporate governance and its image by placing an employee representative on the Compensation Committee.

Comments by the Board of Directors

It is reminded that the Board of Directors is responsible for deciding on the creation of committees which handle the questions submitted by the Board of Directors or its Chairman. The Board of Directors is also responsible for setting the composition and responsibilities of these committees which activity is exercised under its supervision (article R. 225-29 of the French Commercial Code).

The questions related to the compensation of corporate officers are discussed by the Board of Directors, which has the sole authority to decide on this subject pursuant to the provisions of the French Commercial Code. The TOTAL S.A. CCE's representatives participate in the Board of Directors' meetings in an advisory capacity. In particular, they participate in the Board of Directors' meetings where the determination of corporate officers' compensation is on the agenda. Thus, they fully take part in the discussions on this topic.

The Board of Directors is being attentive to the works currently under review on this topic.

As a consequence, the Board of Directors decided not to approve this resolution.

Reasons developed in relation to Resolution E regarding expansion of individual share ownership (loyalty dividend)

The Shareholders' Meeting wishes to promote loyalty on the part of individual shareholders and an increase in the number of natural persons who are TOTAL shareholders.

Comments by the Board of Directors

This proposal is related to the implementation of a loyalty dividend for holders of registered shares for more than two years in conformity with article L. 232-14 of the French Commercial Code. Pursuant to this article, a loyalty dividend can be allotted by a company to its shareholders within the limits of 10% of the paid dividend and 0.5% of the company share capital for the same shareholder. At the end of fiscal year, shareholders shall own registered shares for at least two years and until the date on which the dividend is paid but to the extent that such provision is stated in the bylaws of the Company. In addition, pursuant to such article, the loyalty dividend cannot be allotted before the end of the second fiscal year following this modification of the bylaws.

The draft resolution, for which the CCE requests the addition to the Shareholders Meeting's agenda, complies with the legal formalities requiring a bylaws' modification by the Shareholders' Meeting in order to implement such mechanism. Nevertheless, according to this project, the implementation of a loyalty dividend would be effective as from January 1, 2014. Yet, this effective date would be less than two years before the end of the second fiscal year following the Shareholders' Meeting of May 17, 2013. In addition, this project does not take into account the potential distribution of interim dividends by the Company. Therefore, this resolution would be deprived of any effect, if approved by the Shareholders' Meeting as such.

The Board of Directors considered that, for the moment, it was appropriate to maintain a dividend allotment of an identical amount for each share and, as a consequence, decided not to approve this resolution.

Appendix 1

Information concerning the candidates proposed at the Shareholders' Meeting as Director representing employee shareholders (Resolutions 8 and 9)



Mr. Charles Keller

Born on November 15, 1980 (French).

Graduate of the *École Polytechnique* and the *École des Hautes Études Commerciales* (HEC), Charles Keller joined the Group in 2005 in the position of performance auditor

at the Normandy refinery. In 2008, at the Grandpuits refinery, he was assigned the task of improving energy efficiency and directing the site's reliability plan. In 2010, he joined exploration-production and Yemen LNG as a Reliability Engineer, and was subsequently head of the Production Support Department in charge of plant optimization.

During his job positions in refining, Charles Keller held positions on the Works Council of the two refineries and participated in the UES Upstream Central Works Council in the capacity of elected member, and subsequently as union representative.

Since November 2012, Charles Keller has been an elected member representing shareholders on the Supervisory Board of the Collective Investment Fund ("FCPE") TOTAL ACTIONNARIAT FRANCE. He has also been a member of the Supervisory Board of the "FCPE'S" TOTAL DIVERSIFIÉ À DOMINANTE ACTIONS, TOTAL ACTIONS EUROPÉENNES, and TOTAL ÉPARGNE SOLIDAIRE since 2011.

Holds 270 TOTAL shares and 2,283 parts of the TOTAL ACTIONNARIAT FRANCE collective investment fund.



Mr. Philippe Marchandise

Born on January 31, 1956 (Belgian).

Holding degrees from the *Facultés Universitaires Saint-Louis* (Brussels) (law and economic sciences), Louvain Catholic University (law), and George Washington University,

Philippe Marchandise joined the Fina SA (marketing) Legal Affairs Department in Brussels in 1979. In 1982, he became Manager of international negotiations, joint ventures, and litigation, as well as shareholders' meetings. Since 2000, he has been the Secretary of the PetroFina SA Board of Directors (presently Total Petrochemicals & Refining SA/NV). He has been a representative of the Group Legal Affairs Department in Belgium since 2001 and has been in charge of corporate law matters for Belgian Refining-Chemicals subsidiaries since 2012.

Philippe Marchandise is also Associate Professor at the University of Liege, lecturer at the Political Studies Institute in Lille, and commercial affairs judge at the Brussels Commercial Tribunal.

Since 2001, Philippe Marchandise has been Chairman and elected member representing part holders on the Supervisory Board of the "FCPE" TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION.

Principal positions held: Director of the TOTAL Group Caisse Autonome (Belgium), of Copartal SA, Etmofina SA, Feluy Immobati SA, Futerro SA, Photovoltech SA, and Total Finance Group Services SA.

Holds 1,384 TOTAL shares and 6,319 parts of the TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION collective investment fund.

Procedures for the designation of candidates for the position of Director representing salaried employee shareholders:

Mr. Charles Keller was selected as a candidate by the Supervisory Board of the "FCPE" TOTAL ACTIONNARIAT FRANCE (80,038,262 TOTAL shares held as of December 31, 2012), at the time of its meeting on December 13, 2012, by a majority of affirmative votes of the Board members present and represented.

Mr. Philippe Marchandise was selected as a candidate by the Supervisory Board of the "FCPE" TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION (19,995,266 TOTAL shares held as of December 31, 2012), at the time of its meeting on October 25, 2012, by a unanimous vote of the Board members present and represented.

Appendix 2

Table summarizing the use of delegations with respect to capital increase

Table compiled in accordance with Article L. 225-100 of the French Commercial Code summarizing the use of delegations of authority and powers granted to the Board of Directors with respect to capital increases as of December 31, 2012

Type		Par value limit, or maximum number of shares expressed as % of share capital (par value, number of shares or % of share capital)
Maximum cap for the issuance of securities granting immediate or future rights to share capital	Debt securities representing rights to capital	€10 billion in securities
	Nominal share capital	€2.5 billion, i.e. a maximum of 1 billion shares issued with a pre-emptive subscription right, of which:
		1/ a specific cap of €850 million, i.e. a maximum of 340 million shares for issuances without pre-emptive subscription rights (with potential use of a greenshoe), including the compensation comprised of securities as part of a public exchange offer, provided that they meet the requirements of Article L. 225-148 of the French Commercial Code, of which:
		1/a sub-cap of 10% of the share capital on the date of the Shareholders' Meeting on May 11, 2012 ^(b) through in-kind contributions when provisions of Article L. 225-148 of the French Commercial Code are not applicable
	2/ a specific cap of 1.5% of the share capital on the date of Board ^(c) decision for: (i) capital increases reserved for employees participating in Company Savings Plan (17 th resolution) and (ii) reserved capital increases to introduce an employee savings scheme for employees of foreign subsidiaries (18 th resolution)	
Stock option grants		1.5% of share capital ^(c) on the date of Board decision to grant options
Restricted/free shares awarded to Group employees and to executives and officers		0.8% of share capital ^(c) on the date of Board decision to grant the restricted/free shares

(a) The number of new shares authorized under the 13th resolution of the ESM held on May 11, 2012 cannot exceed 1 billion shares. The Board of Directors decided on September 18, 2012 to proceed with a capital increase in 2013 of up to a maximum of 18 million shares (see note d) below). As a result, the available balance under this authorization was 982,000,000 new shares as at December 31, 2012.

(b) Share capital as of May 11, 2012: 2,364,546,966 shares.

(c) Share capital as of December 31, 2012: 2,365,933,146 shares.

(d) The number of shares authorized under the 17th and 18th resolutions of the May 11, 2012 ESM may not exceed 1.5% of the share capital on the date when the Board of Directors decides to use the delegation of authority. The Board of Directors decided on September 18, 2012 to proceed with a capital increase in 2013 of up to a maximum of 18 million shares. This capital increase was reserved for employees and financial institutions involved at TOTAL's request or companies or entities set up specifically and exclusively to implement an employee savings scheme with the objective of providing employees of foreign subsidiaries with benefits comparable with those received by employees who are able to subscribe directly, or indirectly through the intermediary of a company collective investment fund. As a result, the available balance under these authorizations was 17,488,997 new shares as at December 31, 2012.

Use in 2012, par value or number of shares	Available balance as of 12/31/2012 par value, or number of shares	Date of delegation of authority or authorization by the Extraordinary Shareholders' Meeting	Term of authorization granted to the Board of Directors
-	€10 billion	May 11, 2012 (13 th , 14 th and 16 th resolutions)	26 months
18 million shares (within the specific cap 2/below)	€2.46 billion ^(a) (i.e. 982 million shares)	May 11, 2012 (13 th resolution)	26 months
-	€850 million	May 11, 2012 (14 th resolution)	26 months
-	€591.1 million	May 11, 2012 (16 th resolution)	26 months
18 million shares ^(d)	17.5 million shares ^(d)	May 11, 2012 (17 th and 18 th resolution)	26 months (17 th resolution) and 18 months (18 th resolution)
-	29 million shares ^(e)	May 21, 2010 (21 st resolution)	38 months
4.3 million shares ^(f)	10.9 million shares ^(f)	May 13, 2011 (11 th resolution)	38 months

(e) The number of stock options authorized under the 21st resolution of the May 21, 2010 ESM may not exceed 1.5% of the share capital on the date the options are awarded by the Board of Directors. Since 4,925,000 TOTAL share subscription options were awarded by the Board of Directors on September 14, 2010 and 1,600,000 TOTAL share subscription options were awarded by the Board of Directors on September 14, 2011, the number of options that may still be awarded as of December 31, 2012, was 28,963,997. In addition, the options awarded to the Company's corporate executive officers under the 21st resolution of the ESM held on May 21, 2010, cannot exceed 0.1% of the outstanding share capital on the date of the decision of the Board of Directors to proceed with the grant. Given the 240,000 subscription options awarded to the Chairman and Chief Executive Officer by the Board of Directors at its meeting on September 14, 2010, and the 160,000 stock options awarded to the Chairman and Chief Executive Officer on September 14, 2011, the number of options that may still be awarded to the Company's corporate executive officers was 1,965,933.

(f) The number of shares that may be awarded as restricted share grants under the 11th resolution of the May 13, 2011 ESM may not exceed 0.8% of the share capital on the date when the restricted shares are awarded by the Board of Directors. As the Board of Directors awarded 3,700,000 outstanding shares on September 14, 2011, and 4,300,000 outstanding shares on July 26, 2012, the number of shares that may still be awarded as of December 31, 2012 is 10,927,465 shares. In addition, the shares awarded under presence and performance conditions to the Company's corporate executive officers under the 11th resolution of the ESM held on May 13, 2011, cannot exceed 0.01% of the outstanding share capital on the date of the decision of the Board of Directors to proceed with the grant. Given the 16,000 outstanding shares awarded under presence and performance conditions to the Chairman and Chief Executive Officer by the Board of Directors at its meeting on September 14, 2011 and the 53,000 outstanding shares awarded under presence and performance conditions to the Chairman and Chief Executive Officer by the Board of Directors at its meeting on July 26, 2012, the number of outstanding shares that may still be awarded to the Company's corporate executive officers was 167,593.

Resolutions for the Ordinary General Meeting (Resolutions 1 through 10)

First resolution

Approval of parent Company financial statements

Upon presentation of the reports by the Board of Directors and the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the financial statements of TOTAL S.A. for the fiscal year ended December 31, 2012.

Second resolution

Approval of consolidated financial statements

Upon presentation of the reports by the Board of Directors and the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the consolidated financial statements of TOTAL S.A. for the fiscal year ended December 31, 2012.

Third resolution

Allocation of earnings, declaration of dividend

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders note that net earnings for the 2012 fiscal year amount to €6,519,781,836.03.

After taking into account available retained earnings of €9,313,999,767.81, the amount of earnings available for distribution totals €15,833,781,603.84.

The shareholders, acting on the recommendation of the Board of Directors, hereby resolve to allocate this amount as follows:

Dividend	€5,581,925,355.24
Retained earnings	€10,251,856,248.60
	€15,833,781,603.84

A maximum number of 2,385,438,186 shares have rights to the dividend for fiscal year 2012, corresponding to 2,365,933,146 shares outstanding at December 31, 2012 and 1,505,040 shares that are issued or issuable upon the exercise of options giving right to subscribe to TOTAL shares under the stock options plan decided by the Board of Directors on September 14, 2011 and 18,000,000 shares that are issuable under the capital increase reserved for employees decided by the Board of Directors on September 18, 2012.

Accordingly, the amount of the dividend declared will be €2.34 per share. If at the time of the payment of the interim dividends or of the remaining balance of the dividend, the number of shares giving rights to dividends for the 2012 fiscal year is less than the maximum number of shares likely to give rights to dividends as indicated above, then the net earnings corresponding to unpaid interim dividends or the remaining balance of the dividends for those shares shall be allocated to retained earnings.

.....(following).....



Solar power plants in Madinat Zayed, United Arab Emirates.

One interim dividend of €0.57 per share and two interim dividends of €0.59 per share were paid on September 27, 2012, December 20, 2012 and March 21, 2013, respectively. The remaining balance of €0.59 per share for the 2012 fiscal year shall be detached from the share listed on Euronext Paris on June 24, 2013 and paid in cash on June 27, 2013.

In accordance with Article 243 bis of the French General Tax Code, it is noted that the interim dividend of €0.57 per share as well as the two interim dividends of €0.59 per share and the remaining balance of €0.59 per share are eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

For reference, the dividends declared for the last three fiscal years were as follows:

	2011	2010	2009
Total dividend (in millions of euros)	5,368.4	5,349.8	5,322.2
Interim dividend ^(a) (in euro per share, nominal value €2.5 per share)	0.57 ^(b) 0.57 ^(c) 0.57 ^(d)	1.14	1.14
Number of shares, nominal value €2.5 per share, on which the interim dividend was paid	2,354,527,904 ^(b) 2,354,549,380 ^(c) 2,354,547,060 ^(d)	2,346,385,796	2,334,298,280
Remaining balance of dividend ^(a) (in euro per share, nominal value €2.5 per share)	0.57	1.14	1.14
Number of shares, nominal value €2.5 per share, on which the remaining balance of the dividend was paid	2,354,554,453	2,346,389,269	2,334,302,370

(a) Amounts eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

(b) First interim dividend.

(c) Second interim dividend.

(d) Third interim dividend.

Fourth resolution

Authorization for the Board of Directors to trade in shares of the Company

Upon presentation of the report by the Board of Directors and information appearing in the description of the program prepared pursuant to Articles 241-1 and thereafter of the General Regulation (*Règlement général*) of the French Financial Mar-

kets Authority (*Autorité des marchés financiers*, or "AMF"), and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby authorize the Board of Directors, with the possibility to sub-delegate such authority under the terms provided for by law, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, of Council Regulation n°2273/2003 dated December 22, 2003 and of the General Regulation of the AMF, to buy or sell



Yadana platform, Myanmar.



GRONDIN offshore site, off Port Gentil, Gabon.

shares of the Company within the framework of a share buy-back program.

The purchase, sale or transfer of such shares may be transacted by any means on regulated markets, multilateral trading facilities, or over the counter, including the purchase or sale by block-trades, in accordance with the regulations of the relevant market authorities. Such transactions may include the use of any financial derivative instrument traded on regulated markets, multilateral trading facilities or over the counter, and implementing option strategies.

These transactions may be carried out at any time, except during any public offering periods applying to the Company's share capital, in accordance with the applicable rules and regulations.

The maximum purchase price is set at €70 per share.

In the case of a capital increase by incorporation of reserves or share grants for no consideration and in the case of a stock-split or a reverse-stock-split, this maximum price shall be adjusted by applying the ratio of the number of shares outstanding before the transaction to the number of shares outstanding after the transaction.

Pursuant to the provisions of Article L. 225-209 of the French Commercial Code, the maximum number of shares that may be bought back under this authorization may not exceed 10% of the total number of shares outstanding, as this number may be adjusted from time to time as a result of transactions after the date of the present Meeting, and under no circumstances may the Company hold, either directly or indirectly through subsidiaries, more than 10% of its own share capital.

As of December 31, 2012, out of the 2,365,933,146 shares outstanding at this date, the Company held 8,060,371 shares directly and 100,331,268 shares indirectly through its subsidiaries, for a total of 108,391,639 shares. Under these circumstances, the maximum number of shares that the Company could buy back is 128,201,675 shares and the maximum amount that the Company may spend to acquire such shares is €8,974,117,250.

The purpose of this share buyback program is to reduce the number of shares outstanding or to allow the Company to fulfill its engagements in connection with:

- convertible or exchangeable securities that may give holders rights to receive Company's shares upon conversion or exchange; or
- share purchase option plans, employee shareholding plans, Company savings plans or other share allocation programs for management or employees of the Company or Group companies.

The purpose of the buybacks may also be one of the market practices accepted by the AMF, i.e as at December 31, 2012:

- delivery of shares (by exchange, payment or otherwise) in cases of external growth transactions, mergers, spin-offs or contributions, not exceeding the limit set forth in Article L. 225-209, 6th paragraph of the French Commercial Code in cases of mergers, spin-offs or contributions; or
- support the secondary market or the liquidity of TOTAL shares by an investment services provider by means of a liquidity agreement compliant with the Code of ethics recognized by the AMF.

This program may also be used by the Company to trade in its own shares, either on or off the market, for any other purpose that is authorized or any permitted market practice, or any other purpose that may be authorized or any other market practice that may be permitted under the applicable law or regulation. In case of transactions other than the above-mentioned intended purposes, the Company will inform its shareholders in a press release.

According to the intended purposes, the treasury shares that are acquired by the Company through this program may, in particular, be:

- cancelled, up to the maximum legal limit of 10% of the total number of shares outstanding on the date of the operation, per each 24-month period;
- granted for no consideration to the employees of the Group and to the management of the Company or of other companies in the Group;
- delivered to the holders of Company's shares purchase options having exercised such options;
- sold to employees, either directly or through the intermediary of Company savings funds;
- delivered to the holders of securities that grant such rights to receive such shares, either through redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- used in any other way consistent with the purposes stated in this resolution.

While they are bought back and held by the Company, such shares will be deprived of voting rights and dividend rights.

This authorization is granted for a period of eighteen months from the date of this Meeting. It renders ineffective up to the unused portion, the previous authorization granted by the fourth resolution of the Combined Shareholders' Meeting held on May 11, 2012.

The Board of Directors is hereby granted full authority, with the right to delegate such authority, to undertake all actions authorized by this resolution.

Fifth resolution**Renewal of the appointment of Mr. Thierry Desmarest as a Director**

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders, acting on the recommendation of the Board of Directors, hereby renew the appointment of Mr. Thierry Desmarest as a Director for a term of three years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the 2015 fiscal year.

Sixth resolution**Renewal of the appointment of Mr. Gunnar Brock as a Director**

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders, acting on the recommendation of the Board of Directors, hereby renew the appointment of Mr. Gunnar Brock as a Director for a term of three years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the 2015 fiscal year.

Seventh resolution**Renewal of the appointment of Mr. Gérard Lamarche as a Director**

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders, acting on the recommendation of the Board of Directors, hereby renew the appointment of Mr. Gérard Lamarche as a Director for a term of three years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the 2015 fiscal year.

Eighth resolution (*)**Appointment of a Director representing employee shareholders in application of Article 11 of the Articles of Association****Approved by the Board of Directors**

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Charles Keller as the Director representing employee shareholders for a term of three years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the 2015 fiscal year.

Ninth resolution (*)**Appointment of a Director representing employee shareholders in application of Article 11 of the Articles of Association****Not approved by the Board of Directors**

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Philippe Marchandise as the Director representing employee shareholders for a term of three years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the 2015 fiscal year.

Tenth resolution**Determination of the total amount of Directors' compensation**

Upon presentation of the report by the Board of Directors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby decide to set the global annual amount of compensation to be paid to the Directors of the Company at €1,400,000 to be effective for the 2013 fiscal year. This decision will be maintained and the same global amount allowed to the Board of Directors for subsequent fiscal years and until otherwise resolved.

(*) Resolutions 8 and 9: in application of Article 11 of the Company's Articles of Association, only one candidate representing employee shareholders is to be appointed as Director. The candidate receiving the highest number of votes, and having at least a majority of the votes cast, will be appointed to serve in this capacity.

Resolutions for the Extraordinary General Meeting

(Resolutions 11 and 12)

Eleventh resolution

Authorization to the Board of Directors to grant subscription or purchase options for the Company shares to certain employees of the Group as well as to the management of the Company or of other Group companies, entailing shareholders' waiver of their preemptive right to subscribe the shares issued as a result of the exercise of subscription options

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, the shareholders hereby:

- authorize the Board of Directors, pursuant to Article L. 225-129-2 and Articles L. 225-177 through L. 225-186-1 of the French Commercial Code, to grant, on one or more occasions, for the benefit of the employees and management of TOTAL S.A. and companies (or Economic Interest Groups) affiliated with TOTAL S.A., in accordance with the terms and conditions established by Article L. 225-180 of the French Commercial Code, options that grant the right to:
 - subscribe to new Company shares issued pursuant to an increase in the Company share capital; or
 - the purchase of existing Company shares originating from buybacks made by the Company in accordance with the terms and conditions provided by law;
- decide that all the options granted on the basis of this resolution shall be subject to attendance conditions and performance conditions;
- decide that the total number of options granted under this authorization may not grant the right to subscribe or purchase a number of shares exceeding 0.75% of the outstanding share capital as of the date of the Board of Directors meeting at which it is decided to grant the options;
- decide that the options granted to the management of TOTAL S.A. pursuant to this resolution must not exceed 0.05% of the outstanding share capital as of the date of the Board of Directors meeting at which it is decided to grant the options;
- decide that the term of the options shall be a maximum of eight years following the date they are granted;
- decide that the options granted to the management of the Company must be subject to meeting the performance conditions that shall be established by the Board of Directors as a function of various criteria, which shall include, at the minimum, the Group's Return On Equity (ROE) and Return On Average Capital Employed (ROACE). These performance conditions shall be assessed over a period of three consecutive fiscal years;
- also decide that the options granted to beneficiaries other than managers must be subject to meeting performance conditions that shall also be assessed over a minimum period of three consecutive company fiscal years, and which shall be determined by the Board of Directors as a function of various criteria that shall include, at the minimum, the Group's Return on Equity (ROE);



Field of Kashagan, Kazakhstan.

- determine that this authorization entails, in the instance of the granting of subscription options, shareholders' express waiver, for the benefit of options beneficiaries, of their preemptive right to subscribe shares that shall be issued as options are exercised;
- decide that the share subscription or purchase price under options shall be determined by the Board of Directors in accordance with the terms and procedures and within the limits authorized by provisions of law applicable as of the date that such options are granted. Said price shall nevertheless be no less than the average of the closing prices listed for the share during the twenty trading sessions prior to the day the Board grants the options.

The shareholders grant all powers to the Board of Directors, with the option to delegate or sub-delegate such powers in accordance with the terms and conditions provided by law, for the purpose of carrying out this authorization, and specifically to:

- determine whether the options granted shall be share subscription options or share purchase options;
- determine all terms and procedures for the options, particularly the conditions under which the options shall be granted (specifically attendance and performance conditions), designate the beneficiaries and determine the number of options allotted to each of them, and determine the allotment date or dates in accordance with the terms and conditions provided by law;
- as necessary, make adjustments to the price, the number of shares covered by options or the number of options granted, for the purpose of preserving beneficiaries' rights, in compliance with applicable provisions of law, as a function of any possible financial transactions pertaining to Company equity;
- determine the periods for suspension of the right to exercise options, in the event of financial transactions pertaining to Company equity; and

- generally take all useful or necessary action and specifically carry out all acts or formalities for the purpose of determining the increase or increases in share capital resulting from the exercise of options, and consequently amend the bylaws.

This authorization shall be granted for a period of thirty-eight months from the date of this Shareholders' Meeting. It renders ineffective up to unused amounts the twenty-first resolution of the Combined Shareholders' Meeting held on May 21, 2010.

Twelfth resolution

Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided in Articles L. 3332-18 and following the French Labour Code, which entails shareholders' waiver of their preemptive right to subscribe the shares issued due to the subscription of shares by Group salaried employees

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 3332-18 through L. 3332-24 and Articles L. 3332-1 through L. 3332-9 of the French Labour Code as well as Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, the shareholders hereby:

1. delegate to the Board of Directors, with the option to sub-delegate in accordance with the terms and conditions provided by law, the authority to decide upon one or more increases in share capital by issuing company common shares, within a maximum limit of 1.5% of the outstanding Company share capital as of the day the Board of Directors decided on the issuance, with the specification that the total amount of Company share capital issued shall be charged



Platform, off Port Gentil, Gabon.



Research center in Doha, Qatar.

to the overall maximum company share capital increase limit authorized by the Combined Shareholders' Meeting held on May 11, 2012, in its thirteenth resolution;

2. reserve the subscription of shares to be issued to members of a company or group savings plan of the Company and the French or foreign companies affiliated with same, within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, in accordance with the terms and conditions provided by Article 3332-2 of the French Labour Code, with the specification that this resolution may be utilized for the purposes of implementing leverage formulas;
3. authorize the Board of Directors to, within the limits of the Article L. 3332-21 of the French Labour Code, freely grant shares (existing or to be created) to the above-indicated beneficiaries;
4. decide to cancel the shareholders' preferential subscription rights in favor of the above-indicated beneficiaries to subscribe shares issued on the basis of this resolution and to waive all rights to common shares or other securities that shall be allotted on the basis of this resolution;
5. decide that the subscription price of the new shares may be no less than the average of the closing prices listed during the twenty trading sessions preceding the date of the Board of Directors decision establishing the opening date of subscriptions, reduced by the maximum discount provided for by law on the day of the Board of Directors' decision;
6. decide that the Board of Directors shall have all powers, with the option to delegate or sub-delegate such powers, in accordance with the terms and conditions provided by law, in order to implement this resolution and specifically the powers:

- to determine all terms and conditions for increases in share capital, and determine the periods, the terms and conditions for the issuances that shall be carried out pursuant to this resolution;
- determine the opening and closing of subscriptions periods, the price, the date of beginning of dividend rights for the shares issued, the conditions of payment of shares and any delays for payment;
- if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount sums required to raise the legal reserve to one-tenth of the new capital after each issuance; and
- more generally, to take all necessary measures, in particular to enter into all agreements, carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly, and to carry out any and all formalities for the admission to transactions of the shares issued.

This delegation is granted to the Board of Directors for a period of twenty-six months from the date of this Shareholders' Meeting. It renders ineffective up to unused amounts the seventeenth resolution of the Combined Shareholders' Meeting held on May 11, 2012.



Normand Installer boat, off Lobito, Angola.



Treatment plant of Bolashak, Kazakhstan.

Resolutions presented in accordance with the provisions of Articles L. 2323-67 and R. 2323-14 of the French Labour Code

Resolution A

Establishment of an independent Ethics Committee

Not approved by the Board of Directors

To improve compliance with Group ethical principles by the company as well as its executives, managers, and employees, the Shareholders' Meeting recommends that the Board of Directors proceed to establish within the Board of Directors an Ethics Committee the majority of which is independent, as a replacement for the current Ethics Committee that reports directly to the Chairman and Chief Executive Officer. This Ethics Committee, like the Audit Committee, Nomination and Governance Committee, Compensation Committee, and Strategic Committee, shall submit its annual report to the Board of Directors, and the latter shall be responsible for establishing the Ethics Committee and determining its internal regulations.

Resolution B

Components of the compensation of corporate officers and employees that are linked to industrial safety indicators

Not approved by the Board of Directors

To improve the protection of persons and property, the Shareholders' Meeting recommends:

- that the linkages that may be established between certain components of the compensation of corporate officers or employees and industrial safety parameters and indicators avoid any risk of the non-reporting of accidents or safety incidents;
- that such linkages preferably pertain to positive safety indicators such as the number of hours of safety training or the number of reports of irregularities or near-accidents, all of which factors are such as to prevent the occurrence and seriousness of accidents.

Resolution C

TOTAL's commitment to the Diversity Label

Not approved by the Board of Directors

To assist progress in Diversity within the TOTAL group, and particularly to improve the position of women in TOTAL group management teams as well as the employment of handicap-

ped workers, the Shareholders' Meeting requests that TOTAL make the necessary efforts to receive the Diversity Label. In the awareness that the aforementioned action requires time and effort, it requests that the top management set a target date for achieving this objective prior to December 31, 2015.

Resolution D

Employee representative on the Compensation Committee

Not approved by the Board of Directors

The Shareholders' Meeting recommends that the Board of Directors include an employee representative on its Compensation Committee.

Said employee representative shall be designated by the TOTAL S.A. CCE.

For such purpose, the Shareholders' Meeting grants full authority to the Board of Directors to carry out all acts, formalities, and declarations consequent to this decision, in order to implement this measure as of January 1, 2015.

Resolution E

Expansion of individual share ownership

Not approved by the Board of Directors

The Shareholders' Meeting hereby decides to adopt the 10% additional dividend system provided by French law, which is reserved for shareholders who hold less than 0.5% of the share capital. This increase will be reserved for shareholders holding registered shares for at least 2 years.

For such purpose, the Shareholders' Meeting grants full authority to the Board of Directors to carry out all acts, formalities, and declarations consequent to this decision, in order to implement this measure no later than January 1, 2015.

Specifically, the Shareholders' Meeting hereby decides to amend Article 20 of the Company Bylaws as follows:

Article 20 - Allocation of results

The net income for the financial year, after deduction of the overhead and other social charges, as well as of any amortization of the business assets and any provisions for commercial and industrial contingencies, constitutes the net profit.

From the said profit, reduced by prior losses, if any, the following items are deducted in the indicated order:

1) 5% to constitute the legal reserve fund until the said fund reaches one-tenth of the share capital;

2) the amount set by the shareholders at a Shareholders' Meeting with a view to constitution of reserves of which it determines the allocation or the use;

3) the amounts that the shareholders decide at a Shareholders' Meeting to carry forward.

The remainder is paid to shareholders as dividends.

The Board of Directors may pay out interim dividends.

New text:

"The amount intended for distribution shall be established as the amount estimated to be necessary to allot the 10% additional dividend to registered shares that meet the following conditions.

Beginning on January 1, 2014, shares recorded as of December 31 of each year as being registered shares for a minimum of two years, and which remain so until the dividend payment date, entitle their holders to receive a per share dividend that is 10%, if necessary rounded off to the next lowest centime, more than the per share dividend distributed to the other shares, to the extent that the per share dividend prior to the increase is at least equal to the per share dividend before the increase distributed the previous year, adjusted for the change in the number of shares from one year to the other resulting from an increase in share capital through the incorporation of premiums, reserves, or profits, or resulting from a share split.

In the event that, after January 1, 2014 the Board of Directors, pursuant to authorization by the Shareholders' Meeting, should decide to increase the share capital through the incorporation of reserves, profits, or premiums, the shares recorded as registered shares for a minimum of two years as of the date of the beginning of the allotment operation, shall entitle their holders to the allotment of a number of shares that is 10% more than the number allotted to the other shares, in accordance with the same terms and procedures.

The new shares created in this manner shall be the same, for purposes of the computation of rights to the increased dividend and to increased allotments, to the previous shares on which they were based.

The increases defined in each of the two foregoing paragraphs may be amended or eliminated by a simple decision of the Extraordinary Shareholders' Meeting, according to the terms and procedures that the latter shall determine.

By application of the law, the number of shares eligible for these additional dividends and share allotments may not exceed, for the same shareholder, 0.5% of the Company share capital."

The Shareholders' Meeting held to approve the financial statements for the financial year may decide to grant an option to each shareholder, with respect to all or part of the dividend or of the interim dividends, between payment of the dividend in cash and payment in shares.

The Shareholders' Meeting may decide at any time, but only on the basis of a proposal by the Board of Directors, to effect a complete or partial distribution of the amounts appearing in the reserve accounts, either in cash or in Company shares.



Solar power plant in Madinat Zayed, United Arab Emirates.



Request for copies of documents and information

Let us reduce our environmental footprint...
Documents indicated by the French Commercial Code
are accessible on the Group website

→ **total.com**

(Individual Shareholders / Shareholders' Meetings / 2013)

It is however possible to you to receive these documents by
mail with the request at the back of this sheet addressed to

BNP Paribas Securities Services
before the Shareholders' Meeting

See request on the other side →



Request for receiving Internet notice of the Shareholders' Meeting

This document is to be returned to the following address:

TOTAL

Shareholder Relations Department

2 place Jean Millier

La Défense 6

92078 Paris La Défense cedex - France

See request on the other side →

Request for copies of documents and information

(as indicated in Article R. 225-83 of the French Commercial Code)

I the undersigned,

Last Name

First Name

Mailing Address

in my capacity as shareholder of **TOTAL S.A.**

hereby request the Company to send me, at no charge to me and prior to the Combined General Meeting of May 17, 2013, the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at _____, on _____ 2013

Signature:

N.B. In accordance with the provisions of Article R. 225-88 paragraph 3 of the French Commercial Code, any shareholder in possession of registered shares may, by a single request, obtain from the Company the documents and information referred to under Article R. 225-83 of the French Commercial Code on the occasion of each Meeting held subsequently to the Meeting designated above. **If the shareholder wishes to take advantage of this service, he/she must so specify on the present request.**

Mail to: **BNP Paribas Securities Services – C.T.S. Meetings Department – Les Grands Moulins de Pantin**
9 rue du Débarcadère – 93761 Pantin cedex – France – Fax number: +33 (0)1 40 14 58 90

I request to receive notice of the Shareholders' Meetings to my e-mail address, indicated under:

To be completed in capital letters and to be mailed to the address indicated on the other side.

- Convening and documentation in connection with the Shareholders' Meetings of TOTAL
- Any communication in relation with the TOTAL activities

I indicate my name, address and other necessary information: (each line have to be filled in)

Mr. / Ms (delete where inapplicable)

Last name

First name

Birthday

Town and Department of birthday

Country of birthday

I mention under my e-mail address (to be filed in capital letters)

@

Signed at _____, on _____ 2013

Signature:

Mail to: **TOTAL – Shareholder Relations Department**
2 place Jean Millier – La Défense 6 – 92078 Paris La Défense cedex – France

Abbreviations

b:	barrel
cf:	cubic feet
/d:	per day
\$ and/or dollar:	US dollar
t:	metric ton
boe:	barrel of oil equivalent
kboe/d:	thousand boe/d
kb/d:	thousand barrel/d
Btu:	British thermal unit
M:	million
B:	billion
MW:	megawatt
MWp:	megawatt peak (direct current)
TWh:	terawatt hour
API:	American Petroleum Institute
ERMI:	European Refining Margin Indicator. ERMI is an indicator intended to represent the margin after variable costs for a hypothetical complex refinery located around Rotterdam in Northern Europe. The indicator margin may not be representative of the actual margins achieved by TOTAL in any period because of TOTAL's particular refinery configurations, product mix effects or other company-specific operating conditions.
IFRS:	International Financial Reporting Standards
LNG:	liquefied natural gas
LPG:	liquefied petroleum gas
ROACE:	Return on Average Capital Employed
ROE:	Return on Equity
SEC:	United States Securities and Exchange Commission

Conversion table

1 boe = 1 barrel of crude oil = approx. 5,434 cf of gas* in 2012
1 b/d = approx. 50t/y
1 t = approx 7.5 b (for a gravity of 37° API)
1 Bm ³ /y = approx. 0.1 Bcf/d
1 m ³ = approx 35.3 cf
1 t of LNG = approx. 48 kcf of gas
1 Mt/y of LNG = approx. 131 Mcf/d

* This ratio is calculated based on the actual average equivalent energy content of TOTAL's natural gas reserves and is subject to change.

Definitions

The terms "TOTAL" and "Group" as used in this document refer to TOTAL S.A. collectively with all of its direct and indirect consolidated subsidiaries located in, or outside of France.

The terms "Company" and "issuer" as used in this document only refer to TOTAL S.A., parent company of the Group.

© TOTAL S.A. March 2013



This document has been printed on PEFC paper (paper made exclusively with fibres from responsibly managed forests) by a certified printer which holds an Imprim'Vert label.



With EcoFolio, TOTAL is encouraging paper recycling. Sort your trash, protect the environment. www.ecofolio.fr

Photos credits: Marco Dufour, Laurent Zylberman, Véronique Paul, Gladieu Stephan, Courtesy of Sunpower Corp, Thierry Gonzalez, Laurent Pascal, Philippe Couette, Fotobox I, Michel Labelle pour PPR, Lazlo, OECD/IEA, Antoine Meyssonier (GDF SUEZ), Siemens press picture, Paul Coerten, inconnu DR, Michel Labelle, Shams, Marc Roussel, Bernard Blaise, DR.

Design and Production: reco

see you at
total.com

TOTAL S.A.
Head office:
2 place Jean Millier - La Défense 6
92400 Courbevoie - France
Share Capital: 5,914,832,865 euros
542 051 180 RCS Nanterre