

Final Terms dated 13 August 2010

Total Capital

Issue of AUD 100,000,000 6.00 per cent. Notes due 15 January 2015 (the “Notes”)
(to be consolidated and form a single series with the
AUD 150,000,000 6.00 per cent. Notes due 15 January 2015 issued on 15 December 2009, the
AUD 100,000,000 6.00 per cent. Notes due 15 January 2015 issued on 22 January 2010 and the
AUD 100,000,000 6.00 per cent. Notes due 15 January 2015 issued on 1 April 2010
(together the “Existing Notes”)
unconditionally and irrevocably guaranteed by Total S.A.
under the €18,000,000,000 Euro Medium Term Note Programme

PART A CONTRACTUAL TERMS

The Debt Issuance Programme Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Debt Issuance Programme Prospectus dated 17 November 2009 and the Supplements to the Debt Issuance Programme Prospectus dated 12 February 2010, 4 March 2010, 7 April 2010, 6 May 2010 and 2 August 2010, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Debt Issuance Programme Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Debt Issuance Programme Prospectus as so supplemented. The Debt Issuance Programme Prospectus and the Supplements to the Debt Issuance Programme Prospectus are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu) and during normal business hours at the offices of the Fiscal Agent and each of the Paying Agents and copies may be obtained from the offices of the Fiscal Agent and each of the Paying Agents.

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|---|------|-----------------|--|
| 1 | (i) | Issuer: | Total Capital |
| | (ii) | Guarantor: | Total S.A. |
| 2 | (i) | Series Number: | 59 |
| | (ii) | Tranche Number: | 4. The Notes will be consolidated, form a single series and be interchangeable for trading |

purposes with the Existing Notes upon exchange of the Temporary Global Note for interests in the Permanent Global Note representing the Notes as described in paragraph 24 below, upon certification as to non-U.S. beneficial ownership, expected to occur on or after the first day following the expiry of 40 days after the Issue Date (the “Exchange Date”).

3	Specified Currency or Currencies:	Australian Dollars (“AUD”)
4	Aggregate Nominal Amount:	
	(i) Series:	AUD 450,000,000
	(ii) Tranche:	AUD 100,000,000
5	Issue Price:	102.095 per cent. of the Aggregate Nominal Amount of this Tranche plus an amount corresponding to accrued interest from, and including, the Interest Commencement Date to, but excluding, the Issue Date (245 days).
6	(i) Specified Denomination:	AUD 2,000
	(ii) Calculation Amount:	AUD 2,000
7	(i) Issue Date:	17 August 2010
	(ii) Interest Commencement Date:	15 December 2009
8	Maturity Date:	15 January 2015
9	Interest Basis:	6.00 per cent. per annum Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior unsecured and unsubordinated
	(ii) Status of the Guarantee:	Senior
	(iii) Date of Board approval for issuance of Notes and Guarantee obtained:	Board Resolution of the Issuer dated 28 June 2010 and of the Guarantor dated 10 February 2010
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	6.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 January of each year, commencing on 15 January 2011 (long first coupon), to and including the Maturity Date
	(iii) Fixed Coupon Amount:	AUD 120 per Calculation Amount except in

	respect of the first payment of interest on 15 January 2011 which shall be the Broken Amount
(iv) Broken Amount:	AUD 130.19 per Calculation Amount in respect of the period from, and including the Interest Commencement Date to, but excluding 15 January 2011
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	The relevant Interest Payment Dates
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16 Floating Rate Note Provisions	Not Applicable
17 Zero Coupon Note Provisions	Not Applicable
18 Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19 Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
20 Call Option	Not Applicable
21 Put Option	Not Applicable
22 Final Redemption Amount of each Note	AUD 2,000 per Calculation Amount
23 Early Redemption Amount	AUD 2,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
24 Form of Notes:	Bearer Notes Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25 New Global Note:	No
26 Financial Centre(s) or other special provisions relating to payment dates:	Sydney, London, New York
27 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay,	Not Applicable

including any right of the Issuer to forfeit the Notes and interest due on late payment:

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|----|--|----------------|
| 29 | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31 | Consolidation provisions: | Not Applicable |
| 32 | Other final terms: | Not Applicable |

DISTRIBUTION

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| 33 | (i) If syndicated, names and addresses of Managers and underwriting commitments: | <p><u>JOINT LEAD MANAGERS AND BOOKRUNNERS</u></p> <p>DAIWA CAPITAL MARKETS EUROPE LIMITED
5 King William Street
London EC4N 7DA
United Kingdom
<i>AUD 50,000,000 Underwriting Commitment</i></p> <p>THE TORONTO-DOMINION BANK
60 Threadneedle Street
London EC2R 8AP
United Kingdom
<i>AUD 50,000,000 Underwriting Commitment</i></p> |
| | (ii) Date of Subscription Agreement: | 13 August 2010 |
| | (iii) Stabilising Manager(s) (if any): | Not Applicable |
| 34 | If non-syndicated, name and address of Dealer: | Not Applicable |
| 35 | Total commission and concession: | 1.875 per cent. of the Aggregate Nominal Amount of this Tranche (consisting of 1.600 per cent. selling concession and 0.275 per cent. management and underwriting commission) |
| 36 | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA D |
| 37 | Non-exempt offer: | Not Applicable |
| 38 | Additional selling restrictions: | <p>Australia:</p> <p>No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia) in relation to the Programme or the Notes has been lodged with the Australian Securities and Investments Commission (“ASIC”). Each Manager has represented and agreed that it: (I) has not (directly or indirectly) offered or invited applications, and will not offer or invite applications, for the issue, sale or purchase of the Notes in or from Australia</p> |

(including an offer or invitation which is received by a person in Australia); and (II) has not distributed or published, and will not distribute or publish, any prospectus, draft, preliminary or definitive offering memorandum, advertisement or other offering material relating to the Notes in Australia unless the offeree or invitee is a “wholesale client” (within the meaning of Section 761G of the Corporations Act 2001 of Australia) and (1) the aggregate consideration payable by each offeree or invitee is at least AUD 500,000 (or its equivalent in other currencies, but disregarding any monies lent by the offeror or its associates) (2) or the offer or invitation otherwise does not require disclosure to investors in accordance with either Part 6D.2 of the Corporations Act 2001 of Australia, (3) such action complies with all applicable laws, regulations and directives (including, without limitation, the financial services licensing requirements of Chapter 7 of the Corporations Act 2001 of Australia) and (4) such action does not require any document to be lodged with the ASIC.

Purpose of Final Terms

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the €18,000,000,000 Euro Medium Term Note Programme of Total and Total Capital.

Responsibility

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

Signed on behalf of the Issuer:

By:  J. SCHMITT
Duly authorised

Signed on behalf of the Guarantor:

By:  J. SCHMITT
Duly authorised

PART B
OTHER INFORMATION

1 Listing and Admission To Trading

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange with effect from 17 August 2010.

The Existing Notes are listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange

2 Ratings

Ratings:

The Notes to be issued have been rated:

S & P: AA

Moody's: Aa1

3 Interests of Natural and Legal Persons Involved In the Offer

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i) Reasons for the offer:

As set out in "Use of Proceeds" in the Debt Issuance Programme Prospectus dated 17 November 2009

(ii) Estimated net proceeds:

AUD 104,212,397.26

(iii) Estimated total expenses:

AUD 1,910,000 (comprising a combined management, selling and underwriting commission of AUD 1,875,000 and Managers' expenses of AUD 35,000)

5 Fixed Rate Notes only - YIELD

Indication of yield:

5.44 per cent. per annum

As set out above, the yield is calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 Operational Information

ISIN Code:

XS0533404587 until the Exchange Date;
XS0471990340 thereafter

Common Code:

053340458 until the Exchange Date;
047199034 thereafter

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s):

Citibank, N.A., London Branch (Principal Paying Agent)

Agent)

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

Intended to be held in a manner which would allow Eurosystem eligibility: No