

Edgar Filing: TOTAL S.A. - Form FWP

TOTAL S.A.
Form FWP
January 11, 2013

Filed pursuant to Rule 433
Registration Statements Nos. 333-180967
and 333-180967-01
January 10, 2013

Final Term Sheet

TOTAL CAPITAL INTERNATIONAL

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

\$250,000,000 0.750% Guaranteed Notes Due 2016

Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

| | |
|---|---|
| Issuer | Total Capital International |
| Guarantee | Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A. |
| Format | SEC-registered global notes |
| Title | \$250,000,000 0.750% Guaranteed Notes Due 2016 (to be consolidated and form a single series with the 0.750% Guaranteed Notes due 2016 issued on September 25, 2012) |
| Total Principal Amount Being Issued in Re-opening | \$250,000,000 |
| Total Principal Amount in Series | \$750,000,000 |
| Issue Price | 99.734% |
| Pricing Date | January 10, 2013 |
| Expected Settlement Date | January 25, 2013 (T+10) |
| Maturity Date | January 25, 2016, unless earlier redeemed |
| Day Count | 30/360 |
| Business Day Convention | Following, unadjusted |
| Optional Redemption Terms | Make-whole call at Treasury Rate plus 10 basis points Tax call at par |
| Interest Rate | 0.750% per annum |
| Benchmark Treasury | 0.250% due Dec 2015 |
| Benchmark Treasury Price | 99-21 ³ / ₄ |
| Benchmark Treasury Yield | 0.360% |
| Spread to Benchmark Treasury | Plus 48 basis points |
| Yield to Maturity | 0.840% |

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Date Interest Starts Accruing

January 25, 2013

Interest Payment Dates

Each January 25 and July 25

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First Interest Payment Date July 25, 2013
Regular Record Dates for Interest Each January 10 and July 10
Trustee The Bank of New York Mellon
Listing None
Denominations \$2,000 and increments of \$1,000 above that amount
Expected Ratings of the Notes Moody s: Aa1/Negative
Standard & Poor s: AA-/Stable

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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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

CUSIP / ISIN 89153V AD1 / US89153VAD10
Selling Restrictions European Economic Area, France, United Kingdom
Joint Book-Running Managers Barclays Capital Inc.
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Morgan Stanley & Co. LLC
RBC Capital Markets, LLC
SG Americas Securities, LLC

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or SG Americas Securities, LLC toll-free at 1-855-881-2108.