

TOTAL S.A.
Form FWP
August 06, 2013

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

Final Term Sheet

TOTAL CAPITAL

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

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

Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

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

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

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Trustee The Bank of New York Mellon

Listing None

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

Expected ratings of the notes Moody's: Aa1/Negative

Standard & Poor's: AA-/Stable

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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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

CUSIP / ISIN 89152UAG7 / US89152UAG76

Selling restrictions European Economic Area, France, UK

Managers Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

BNP Paribas Securities Corp.

Mitsubishi UFJ Securities (USA), Inc.

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