



Notice of meeting

Combined General Meeting (Ordinary and Extraordinary)



of Friday 12th May 2006
to be held at the Palais des Congrès
2 place de la Porte Maillot - 75017 Paris
at 10 a.m.



TOTAL

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TOTAL S.A.

Société anonyme with capital of 6,179,016,260 euros

Registered Office:

2 place de la Coupole – La Défense

92400 Courbevoie (Hauts de Seine), France

542 051 180 Companies Register of Nanterre

Documents covered by article 133 of Decree n° 67-236 of March 23, 1967

Chairman's message

Dear Sir or Madam, valued shareholder,

Each year, the shareholders meeting is a key event for our group. Through your voting on the resolutions proposed by the Board of Directors, you have an opportunity to share your opinion on the running of the Group and to participate in the important decisions to be taken by TOTAL.

In this spirit, I am hopeful that you can participate in TOTAL's ordinary and extraordinary shareholders meeting which will be held on May 12, 2006 in Paris, either in person or by giving your proxy to the chairman of the meeting or another shareholder of your choice.

This year, I would like to draw your attention to two particularly important resolutions that are being submitted for your approval:

First, you have been asked to approve the spin-off and subsequent public listing of the part of our chemicals activities organized under Arkema. This project, which the Total and Arkema teams have been carefully preparing since 2004, will allow you to be a shareholder in a new, independent chemicals company that will be closer to its clients and more responsive in its decision making. Arkema should also be among the leaders in most of its markets and I am convinced that it will have a strong presence in the worldwide chemicals industry.

Second, due to Total's performance and the resulting increase in its share price over the past few years, the Board would like you to authorize it to proceed with a four-to-one stock split aimed at bringing the price at which the newly-divided Total shares would trade nearer the average trading price of other major companies listed on the stock exchange in Paris.

Moving on to the subject of shareholder return, Total has continued to follow its dynamic dividend policy by proposing a 2005 dividend of 6.48 euros per share⁽¹⁾. This would be a 20% increase compared to last year's dividend and nearly a 100% increase compared to the dividend for the year 2000.

The following pages contain the agenda for our shareholders meeting, detailed information on the projects mentioned above as well as the text of the resolutions submitted for your vote.

Thank you for your confidence and loyalty. I look forward to our *rendez-vous* at the meeting on the 12th of May.



Thierry Desmarest
Chairman and Chief Executive Officer

⁽¹⁾ Per common share, par value 10 euros per share. The dividend proposed includes the interim dividend of 3.00 euros per share previously paid on November 24, 2005.

How to take part in the General Meeting?



The shareholders of TOTAL S.A. are informed that a Combined General Meeting is to be convened

at 10 a.m. on Friday 12th May 2006

At the Palais des Congrès
2 place de la Porte Maillot – 75017 Paris, France

In conformity with article 130 of Decree n° 67-236 of March 23, 1967 the preliminary notice of this Meeting has been published in the “Bulletin des Annonces Légales Obligatoires” (BALO) on March 22, 2006.

● How to obtain information

You may obtain the documents provided for in Article 135 of the Decree n° 67-236 of March 23, 1967, by writing:

- either to BNP Paribas Securities Services, G.C.T. Issuers Department, Meetings Department – Immeuble Tolbiac, 75450 Paris Cedex 09, France;
- or to the Company's head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place de la Coupole -92078 Paris La Défense Cedex, France.

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

The Registration Document is available on the Internet Site of the Group: www.total.com

For more information:

- Shareholders Relations Department;
phone +33 (0) 1 47 44 24 02
e-mail: actionnairesindividuels@total.com
- Investors Relations Department;
phone +33 (0) 1 47 44 58 53
e-mail: investor-relations@total.com

For those shareholders who will not be able to attend the Meeting in person, we have arranged a live retransmission of the Meeting on the Internet site

www.total.com

You will also have the opportunity to review the highlights after the event.

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

You may either attend in person, vote by mail, or appoint the Chairman or another person as your proxy. In the latter case, you may be represented only by another shareholder or by your spouse.

In all cases, you must use the postal voting form or the proxy form attached to the present notice.

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 Incorporation).

Nevertheless, 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 Incorporation).

1 Evidence of your status as a shareholder must be provided in advance

You hold bearer shares

Your **financial intermediary** (bank, stock broker or any other party who manages the share account in which your TOTAL shares are held) will act as your sole representative and will be **the only party entitled to mediate** between the Company or coordinating bank and yourself.

In the first instance, you must **instruct your financial intermediary to block your shares from trading.**

Your financial intermediary must provide evidence that your shares have been blocked from trading **at least one day** before the date of the Meeting by issuing a certificate to be submitted to the following address:

**BNP Paribas Securities Services,
G.C.T. Issuers Department, Meetings Department,
Immeuble Tolbiac, 75450 Paris Cedex 09, France,**

Your shares may not be released for sale until the date of the Meeting or any other meeting convened to deliberate the same agenda, in absence of quorum.

Your shares are registered

You must have your shares registered in your name **at least one day** prior to the date of the Meeting.

2 You must use the postal voting form or the proxy form

• **If you have not received your notice of meeting documentation,** a postal voting form or a proxy form may be requested:

- by letter to be addressed to BNP Paribas Securities Services, G.C.T. Issuers Department, Meetings Department – Immeuble Tolbiac, 75450 Paris Cedex 09, France or
- by fax at n°+33 (0) 1 42 98 65 17 or
- to the Company's head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place de la Coupole -92078 Paris La Défense Cedex, France.

• **In order to allow time for such forms to be issued,** requests must be received by the Meetings Department of BNP Paribas Securities Services or by the Company's head office, no later than six days prior to the date of the Meeting.

• **The duly completed voting form or proxy form** must be returned to the Meetings Department of BNP Paribas Securities Services or to the Company's head office, no later than three days prior to the date of the Meeting.

• **If you are holder of bearer shares,** your postal voting form or proxy form will only be accepted subject to prior receipt of the certificate **evidencing the fact that the shares are being held in a blocked account** by the Meetings Department of BNP Paribas Securities Services no later than one day prior to the date of the Meeting.

• **Any shareholder who has cast a postal vote** will not have the right to participate in the Meeting in person or to give a proxy to any other person.

3 How to exercise your voting right?

You hold bearer shares

YOU WISH TO ATTEND the Meeting

You must:

- instruct your financial intermediary to submit an attestation to the effect that your shares have been blocked from trading to BNP Paribas Securities Services and to obtain an admission card in your name. **Your request for admission card must have been received at least eight days before the Meeting, on May 4, 2006.**

Failing this, you may attend on the day of the General Meeting bearing a certificate to the effect that your shares have been blocked from trading, issued by your financial intermediary. This certificate must be ready **at least one day before the Meeting, on May 11, 2006.**

IF YOU DO NOT WISH TO ATTEND the Meeting

You may nevertheless:

- vote by mail or,
- give a proxy to the Chairman or,
- be represented by another shareholder or your spouse.

In all three cases, you must also instruct the financial intermediary who manages your shares to block these shares from trading **no later than one day** before the date of the Meeting. You must use the postal voting or proxy form and return the duly **completed and signed form** to your financial intermediary.

Your shares are registered

YOU WISH TO ATTEND the Meeting: simply tick box **A**

You must request an admission card.

Return your **dated and signed form** to the following:

BNP Paribas Securities Services
G.C.T. Issuers Department, Meetings Department
Immeuble Tolbiac, 75450 Paris Cedex 09, France

Using the prepaid envelope attached.

An admission card in your name will be returned to you.

IF YOU DO NOT WISH TO ATTEND the Meeting: tick box **B**

You may nevertheless:

- vote by mail or,
- give a proxy to the Chairman or,
- be represented by another shareholder or your spouse.

In all three cases, you must use the postal voting form or proxy form attached to the present Notice of Meeting and return the duly **completed and signed form** to BNP Paribas Securities Services using the prepaid envelope attached.

Whichever option you choose, your bearer shares must be held in a blocked account up to the date of the General Meeting or of any other Meeting convened to deliberate the same agenda.

Agenda

● Resolutions for the **Ordinary General Meeting**

- Approval of the parent company financial statements dated December 31, 2005.
- Approval of the Group's consolidated financial statements dated December 31, 2005.
- Allocation of earnings, declaration of dividend and dividend payment date.
- Appropriation of the sums appearing in the "special long-term capital gains reserve" account.
- Special report of the auditors on the agreements covered by Article L. 225-38 of the French Commercial Code.
- Authorization for the Board of Directors to trade the shares of the company.
- Renewal of Appointments and Appointment of Directors.

● Resolutions for the **Extraordinary General Meeting**

- Approval of the asset contribution by the Company to Arkema, of shareholdings in companies held by the Company, and of the allocation of Arkema shares to the Company's shareholders.
- Four for one stock split, the par value of the Company's shares being reduced from 10 euros to 2.5 euros
- Amendment of Article 11 3° of the Company's Articles of Association fixing the number of shares of the Company that must be owned by each Director.
- The Company has received:
 - From the UES Upstream Total group worker's council – 2, place de la Coupole – La Défense 6 - 92078 Paris la Défense Cedex – France, one proposed resolution regarding the modification of article 11 – 5° of the Company Articles of Association in order to add to this article provisions relative to the independence of the directors;
 - From the Supervisory Board of the TOTAL ACTIONNARIAT FRANCE Employee Investment Fund – 2, place de la Coupole – La Défense 6 - 92078 Paris la Défense Cedex – France, one proposed resolution regarding the creation of a supplementary appointment reserved for a Director representing employee shareholders.

The texts of the proposed resolutions (not approved by the Board of Directors) are contained in resolutions A and B below (pages 20 and 21).

Summary of Resolutions

● Resolutions for the Ordinary General Meeting

Approval of the annual financial statements and allocation of earnings

- The purpose of the **first resolution** is to approve the financial statements of TOTAL S.A. for the 2005 fiscal year.
- The purpose of the **second resolution** is to approve the consolidated financial statements of TOTAL S.A. for the 2005 fiscal year.
- The purpose of the **third resolution** is to determine the allocation of earnings. We propose that a dividend of 6.48 euros per share with a par value of 10 euros be declared for the 2005 fiscal year. You will recall that an interim dividend of 3.00 euros per share with a par value of 10 euros having been paid on November 24, 2005, the balance of 3.48 euros per share with a par value of 10 euros shall be paid on May 18, 2006

Pursuant to Article 243bis of the French General Tax Code, such balance of 3.48 euros per share with a par value of 10 euros is eligible for the 40% deduction provided for by Article 158-3 of the French General Tax Code, which is available to those individual taxpayers whose tax residence is in France.

Pursuant to the same Article of the French General Tax Code, the interim dividend of 3.00 euros per share with a par value of 10 euros being paid on November 24, 2005, is eligible for the 50% deduction provided for, available to those individual taxpayers whose tax residence is in France.

In addition, at the meeting of the Board of Directors held on November 3, 2005 it was decided to create a maximum of 3 million of new shares, pursuant to the authorization given by the shareholders meeting of May 17, 2005 to proceed, in one or several transactions, with capital increases reserved for employees participating in a company savings plan. These 3 million shares that may be subscribed by the employees shall be issued before the balance of dividend shall be paid, and bearing dividend at January 1st, 2005.

Special long-term capital gains reserve

Article 39-IV of the Amended Finance Act for 2004 introduced new provisions relating to the transfer before December 31, 2005 of sums booked in the Special long-term capital gains reserve account and shown in the balance sheet at the close of the first fiscal year ending on or after December 31, 2004, to another reserve account, subject to a limit of 200 million euros.

The sums transferred to another reserve account under the conditions set out in the first paragraph are subject to an exceptional tax of 2.5%, subject to an allowance of 500,000 euros.

Furthermore, under Article 39-IV, until December 31, 2006, the Company may elect to transfer all or part of the special reserve account in excess of this 200 million euros ceiling to another reserve account. All sums in excess of this 200 million euros ceiling would then be subject to the exceptional tax of 2.5%.

The purpose of the **fourth resolution** is to submit for your approval the transfer, between now and December 31, 2006, to the "Retained Earnings" account, of all or part of the sum of 2,807,661,894.50 euros which was in the "Special long-term capital gains reserve" account at December 31, 2005, in the event that the option provided by Article 39-IV is exercised. The Board of Directors would have all latitude to make such transfer, to limit such transfer to an amount it will determine or even to make no transfer at all.

This transfer would be in addition to the transfer made in 2005 pursuant to the aforementioned provisions.

Approval of the auditors' special report

The purpose of the **fifth resolution** is to approve the conclusions of the auditors in their special report under Article L. 225-40 of the French Commercial Code, which concerns agreements entered into by TOTAL S.A. and companies with which it has one or more Director(s) in common.

Repurchase of Company shares

During the year 2005, the company acquired 18,318,500 of its own shares at an average price of 190.29 euros under the authorizations given by the shareholders meetings of May 14, 2004 and May 17, 2005. Also in 2005, 21,075,568 of the shares acquired pursuant to these authorizations were cancelled by decisions at meetings of the Board of Directors held pursuant to the authorization given by the shareholders meeting of May 7, 2002.

Since the authorization given by the shareholders meeting of May 17, 2005 expires on November 17, 2006, the purpose of the **sixth resolution** is to authorize the Board of Directors to trade in the company's shares, with a maximum authorized purchase price of 300 euros per share with a par value of 10 euros. These purchases are to be carried out pursuant to

the provisions of Article L. 225-209 of the French Commercial Code and the provisions of the European Council Directive of January 28, 2003 and the related implementing regulation of December 22, 2003.

These transactions may be carried out at any time, excluding during a public offering of the Company's share capital, in accordance with the rules and regulations in effect.

The maximum number of company shares that may be repurchased under this authorization may not exceed 10% of the total number of shares outstanding, as this number may be adjusted to take into account transactions related to the company's share capital that may occur after this shareholders meeting. However, such repurchases may not at any time cause the company to hold, directly or indirectly through its indirect subsidiaries, more than 10% of its share capital.

As of December 31, 2005, the company held, directly or indirectly, 34,249,332 of the 615,116,296 shares of 10 euros par value per share, making up its share capital. Under these circumstances, the company could repurchase a maximum number of 27,262,297 shares of 10 euros par value per share, and the maximum amount that the company might spend to acquire these shares totals 8,178,689,100 euros.

This authorization to repurchase company shares would be given for a period of 18 months.

Board of Directors

In the **seventh** to the **twelfth resolutions**, we propose that you renew the appointments of Mrs Anne Lauvergeon, Messrs. Daniel Bouton, Bertrand Collomb, Antoine Jeancourt-Galignani, Michel Pebereau and Pierre Vaillaud as members of the Board of Directors, each for an additional three-year term.

We also propose, in the **thirteenth resolution**, to appoint Mr. Christophe de Margerie as a member of the Board of Directors of the company for a three-year term. Christophe de Margerie, born on August, 6, 1951, is a graduate of the *École Supérieure de Commerce*, Paris. He joined TOTAL in 1974 and held various positions in Finance Division of the Group and in Exploration and Production Division. In 1995, he became General Manager of TOTAL Middle-East. In May, 1999, he was appointed President of Exploration and Production for TOTAL. In 2000, he was appointed Senior Vice-President of Exploration and Production of the new TotalFinaElf Group. Since January 2002, he became President of Exploration and Production of TOTAL Group. He has been a member of the Group's Executive Committee since 1999.



● Resolutions for the Extraordinary General Meeting

Proposed Arkema Spin-Off

The asset contribution by the Company to Arkema⁽¹⁾, governed by the legal regime applicable to demergers, followed by the allocation to the Company's shareholders of the Arkema shares issued in consideration for this contribution (the "**Spin-Off**"), submitted for your approval in the **fourteenth resolution**, is part of the reorganization of TOTAL group's Chemicals sector launched in 2004, entailing the separation of this sector into two parts, one remaining within the TOTAL group, including Basic Chemicals and Specialty Chemicals, and the other which is to become an independent group, the Arkema group, and which is to regroup Vinyl Products, Industrial Chemicals and Performance Products (the "**Arkema Businesses**").

The purpose of the TOTAL Spin-Off is (i) to create a new important actor of worldwide scale in the chemical industry, independent of the TOTAL group, and (ii) to focus the TOTAL group on its oil and gas business and on Basic and Specialty Chemicals, which will give it a business structure closer to that of its major competitors.

The separation of the Arkema Businesses from the TOTAL group will be completed by means of the following three transactions:

- (i) Elf Aquitaine, a subsidiary of the Company, will contribute its interests in the entities carrying on Arkema Businesses (Arkema France⁽²⁾ and Arkema Finance Nederland BV) to *Société de Développement Arkema* ("**S.D.A.**") and will then allocate to its own shareholders (other than Elf Aquitaine itself) the S.D.A. shares issued in consideration for this contribution (the "**Elf Spin-Off**");

(1) The new company name of DAJA 34 with effect from April 18, 2006.

(2) The new company name of Arkema with effect from April 18, 2006.

- (ii) the Company will then contribute its interests in the entities carrying on Arkema Businesses (Arkema France, S.D.A., Arkema Finance France, Mimosa and Arkema Europe Holdings BV) to Arkema and will allocate to its own shareholders (other than the Company itself) the Arkema shares issued in consideration for this contribution (the **“TOTAL Spin-Off”** or **“Spin-Off”**);
- (iii) lastly, S.D.A. will be merged with and into Arkema (the **“Merger”**).

These three transactions will be completed concurrently, in the order indicated above, at zero hour on the date on which the Arkema shares are first traded on *Eurolist by Euronext*TM (the **“Completion Date”**), the expected date being Thursday, May 18, 2006.

On the Completion Date, you will become shareholders of Arkema, the holding company of the new Arkema group.

A prospectus approved by the French securities regulator (*Autorité des marchés financiers*) (the **“Prospectus”**), contains a presentation of the Arkema Businesses and of the Arkema group and also contains the terms and conditions of the agreement relating to the TOTAL Spin-Off and the conclusions of the reports prepared by the spin-off and merger auditors.

As Arkema has no material business activity or assets prior to the completion of the TOTAL Spin-Off and is substantially 100%-owned by the Company, the number of Arkema shares to be issued in consideration for the TOTAL Spin-Off has been determined in such a way as to result in a ratio of one Arkema share for every ten shares of the Company. The breakdown between the capital increase and the contribution premium has therefore been determined by agreement between the parties. The capital increase (the nominal amount of which is expected to be at 605,671,910 euros) and, consequently, the number of Arkema shares to be issued (expected to be at 60,567,091) will be adjusted up or down based on the number of shares of the Company eligible to receive Arkema shares. This number may vary, in particular, by reason of the exercise of stock options in the Company shares, the exercise of the share exchange guarantee granted by the Company to holders of Elf Aquitaine stock options (the terms of which are specified in the prospectus for the public exchange offer by TotalFina for Elf Aquitaine dated September 22, 1999, which was approved by the COB under visa no. 99-1179) or, if applicable, as a result of the acquisition by the Company of its shares in its share buyback program.

The Arkema shares issued in consideration for the TOTAL Spin-Off shall be identical in all respects to the existing shares comprising the share capital of Arkema and will be entitled to a dividend as from January 1, 2006. In accordance with applicable law and Articles 17.3 and 17.4 of Arkema's Bylaws (in the form in which they will become effective on the Completion Date), Arkema shares will be entitled to a double

voting right two years after the later of the Completion Date and their registration in the nominative form, and will be subject to a clause limiting the number of voting rights.

The new Arkema shares issued in consideration for the TOTAL Spin-Off will be allocated by the Company to its shareholders (other than the Company itself), **at the ratio of one Arkema share for every ten Company shares**, it being understood that (i) the shareholders eligible to receive Arkema shares are those shareholders of the Company whose shares are registered in a securities account at the end of the accounting day preceding the Completion Date and (ii) **this exchange ratio has been determined without taking into account the Company's four-for-one stock split, which is the subject of the fifteenth resolution**, the allocation of the Arkema shares occurring prior to the completion of this stock split.

One Arkema allotment right will be allocated to each eligible share of the Company, ten such allotment rights giving right to one Arkema share. Shareholders who receive a number of allotment rights insufficient to exchange in entirety for Arkema shares must purchase the requisite number of allotment rights for fractional Arkema shares needed to obtain one additional Arkema share, or must sell their allotment rights for fractional Arkema shares. For this purpose, (i) a request has been made for admission of the allotment rights to trading on *Eurolist by Euronext*TM for a period which expires on Friday June 26, 2006, followed by a registration in the delisted securities section (*“compartiment des valeurs radiées”*) of *Euronext Paris* until Friday December 29, 2006, and (ii) the Company will pay part of the brokerage fees applicable to such transactions under conditions to be specified by the notice to be published by Euronext in connection with the listing of the Arkema shares.

Upon a resolution of the Board of Directors and in accordance with the applicable law, the Company may sell Arkema shares which have not been requested to be delivered by the holders of allotment rights for fractional Arkema shares after a period of two years. In accordance with applicable law, the Company will hold the net proceeds of such sales of unclaimed Arkema shares for the benefit of such holders, plus the amount of any dividends and interim dividends due which would have been paid in respect of those Arkema shares, if any.

Furthermore, at its meeting on March 14, 2006, pursuant to the authorizations conferred by the Shareholders Meetings on May 21, 1997, May 17, 2001 and May 14, 2004, and subject to approval of the fourteenth resolution, the Board of Directors decided on the conditions upon which may be adjusted the price and number of the Company's shares to be bought or subscribed by the holders of options granted pursuant to these authorizations. Subject to the same approval, the share exchange guarantee granted by the Company to the beneficiaries of Elf Aquitaine stock

options (the terms of which were specified in the prospectus for the public exchange offer by TotalFina for Elf Aquitaine dated September 22, 1999, which was approved by the COB under visa no. 99-1179), would also be the subject of an adjustment.

Following these adjustments, the Company may, in accordance with the provisions of the fifth resolution approved by the Shareholders Meeting on May 17, 2005 or, if applicable, the sixth resolution approved by this General Meeting, buy back shares of the Company in order to honor its obligations towards the holders of share purchase options. Similarly, the number of Company shares created upon the exercise of share subscription options or under the share exchange guarantee could be increased by the amount of the adjustments made.

The Company's allocation of Arkema shares will also be made at net book value (at 1,544,175,344.82 euros), which will be charged in entirety to the "Share premium" account.

In terms of French tax treatment, the TOTAL Spin-Off will, for the purposes of corporate tax, be subject to the preferential regime provided by Articles 210 A and 210 B of the French General Tax Code, and, for the purposes of registration tax, be subject to the preferential regime provided by Articles 816-I and 817 B of the French General Tax Code. In addition, for purposes of allocation of the Arkema shares, the Company will apply the provisions of Article 115-2 of the French General Tax Code, according to which such allocation will not be treated as a distribution of income. A letter from the Tax Department ("*Direction Générale des Impôts*") of the Ministry of the Economy, Finance and Industry confirms the tax regime applicable to the transactions, being understood that tax rulings will be formally granted once the TOTAL Spin-Off has been approved by the General Meeting.

The TOTAL Spin-Off is subject to the following conditions precedent:

- the completion of the Elf Spin-Off, which is itself conditional upon (i) the admission of the Arkema shares to trading on *Eurolist by Euronext*TM, (ii) the admission of the Arkema allotment rights to trading on *Eurolist by Euronext*TM; and (iii) the completion of the Arkema France capital increase in accordance with the terms and conditions described in the Prospectus;
- the approval of the TOTAL Spin-Off by the Combined General Meetings of Arkema and of the Company.

Four-for-one stock split

We note that the closing price of the Company's shares on the Paris Stock Exchange was 212.2 euros on December 31, 2005 and 212.7 euros on March 13, 2006, that is, at a price that is significantly higher than the share prices of the other companies included in the CAC 40 and EuroStoxx 50 indices, as well as the share prices of the main international oil companies listed on European and American markets.

We also note that on February 10, 1992 the Company carried out a four-for-one stock split. The closing price of the shares on February 7, 1992 was FRF1,059 or 161.44 euros, and was 40.36 euros per share after this four-for-one split.

The significant increase in the Company's share price since 1992 (+427% between February 10, 1992 and March 13, 2006) has made the shares less affordable for retail shareholders, and the Board of Directors now considers it appropriate to reduce the share price to one-fourth of the prevailing share price nowadays. For this purpose, we are submitting for your approval in the **fifteenth resolution** a four-for-one split (**from 10 euros to 2.50 euros**) of the par value of the shares comprising the Company's authorized share capital. The amount of the issued share capital will remain unchanged. Consequently, the number of the Company's shares outstanding would be multiplied by four.

The liquidity of the Company's shares and their affordability to French and foreign investors, which are necessary to sustain the dynamic trading in the shares, would then improve accordingly.

The expected date of completion of this four-for-one stock split is May 18, 2006. It would take place immediately **after** the allocation of the Arkema shares, which is the subject of the fourteenth resolution, and immediately **before** the payment of the balance of the dividend, which is the subject of the third resolution. Consequently, the balance of the dividend to be distributed in respect of the year 2005 will be reduced to 0.87 euro per share with a par value of 2.5 euros. Thus, a shareholder owning 10 shares of the Company with a par value of 10 euros before the opening of trading on *Eurolist by Euronext*TM on May 18, 2006, with entitlement to dividends as at January 1, 2005, excluding a right to the interim dividend in respect of 2005 of 3 euros per share with a par value of 10 euros, would, after completion of the transactions, own 40 shares of the Company with a par value of 2.5 euros, 1 Arkema share and an amount of 34.8 euros corresponding to the balance of the dividend distributed in respect of 2005.

In order to carry out this stock split under optimum conditions, we propose that you approve the stock split in principle by adopting this fifteenth resolution and that you grant to your Board of Directors the responsibility for fixing the exact date on which it will be carried out, together with the option to delegate this power within the limitations provided by law, and to carry out any necessary formalities relating thereto, and to amend the Articles of Association accordingly.

Number of Company's shares held by Directors

Subject to the approval of the fifteenth resolution, the purpose of the **sixteenth resolution** is to submit for your approval the amendment to Article 11 - 3° of the Company's Articles of Association fixing the number of shares that must be owned by each Director.

It is proposed to fix the minimum number of shares that must be owned by each Director at one thousand shares, instead of five hundred shares before the four-for-one stock split.

On the basis of the recent prices of the Company's shares, the value of the Company shares that would have to be held by each Director pursuant to the Articles of Association would be closer to the average amount generally required by the Articles of Association of the main French Companies.

Draft resolution not approved by the Board of Directors

After the publication of the notice of the Company's general meeting in the *Bulletin d'Annonces Légales Obligatoires* (BALO - Journal of Mandatory Legal Announcements) on March 22, 2006, draft resolutions were submitted:

- **By the UES Upstream Total group worker's council** – 2, place de la Coupole – La Défense 6 - 92078 Paris la Défense Cedex – France, pursuant to article L 432-6, 1 of the French Labour Code. The text of the proposed resolution (not approved by the Board of Directors) is contained in resolution A below (page 20).
- **By the Supervisory Board of the TOTAL ACTIONNARIAT FRANCE Employee Investment Fund** (*Fonds commun de placement or FCP*) – 2, place de la Coupole – La Défense 6 - 92078 Paris la Défense Cedex – France, in application of article 128 of the decree of 23 March 1967 (as the FCP is the registered shareholder of more than the minimum number of shares set forth under Article 128 of the said decree). The text of the proposed resolution (not approved by the Board of Directors) is contained in resolution B below (page 21).

Presentation of the reasons relative to these resolutions

• Resolution A: independence of the directors

This resolution is intended to modify the Total S.A. Articles of Association in order to ensure greater independence of its Board of Directors.

On a regular basis, your Board has declared that with the exception of its Chief Executive Officer and of the employee Director, all of its members were independent. However, the generally recognized criteria (*Association Française de Gestion* in its January 2005 report; the Combined Code on Corporate Governance of July 2003; the European Commission recommendation of 15 February 2005 published in the Official Journal of the European Union on 25 February 2005; investment funds) recognize several criteria or factors likely to alter the independence of the decisions of the directors.

These main factors involve:

- the duration of the terms of the Directors within the group (12 years seems to be a broadly accepted threshold);
- the past performance of management functions within the group;
- the existence of crossed director mandates, where a Director from company A is a manager of company B and a manager from company A is a Director of company B;
- the existence of significant contracts binding the company with another entity, of whom a manager or Director is also a Director of the company.

As such, in view of the board's renewal as proposed to you during this meeting, it now appears that a significant number of your Directors have been Directors of Total and/or Elf Aquitaine for more than twelve years. In addition, a certain number of other directors have performed management functions within Total.

Moreover, your company's size implies that bankers on the Paris financial market are inevitably suppliers of Total.

Whereas the European recommendation of February 15, mentions the need for an individual review of the situation of each Director who meets certain of the criteria likely to call the latter's independence into question, your board has limited itself to reasserting its overall independence.

The conjunction of these elements leads us to submit to you a resolution to modify the TOTAL S.A. Articles of Association in order to establish the conditions for the composition and independence of its Board as inspired by the European recommendation.

The proposal stipulates that, in case of an excessive number of Directors who do not meet the independence criteria, the most elderly of the Directors will automatically resign. This clause is intended to avoid a pointless comparison of the various criteria with one another, and simultaneously to ensure the indispensable rotation of your Board.

In order to ensure that your Board and its nominations committee have sufficient time to reflect regarding the selection of new directors, the proposed rules would only take effect as of the 2008 fiscal year.

- **Resolution B: creation of a supplementary appointment reserved for a Director representing employee shareholders**

Following the recent capital increase reserved for employees of the TOTAL group, the part of TOTAL shares held by the employees represents about 3.8% of the existing share capital compared to 3.4% before.

Moreover, TOTAL operates throughout the world, with an important part of employees working out of France.

Accordingly, a resolution is submitted to the approval of the Shareholders in this General Meeting, to decide the creation of a supplementary appointment reserved for a Director representing employee shareholders.

Proposed Resolutions

● Resolutions for the Ordinary General Meeting

First resolution

Approval of parent company financial statements

Upon presentation of the reports by the Board of Directors and by the auditors, the shareholders hereby approve the financial statements of TOTAL S.A. for the fiscal year ended December 31, 2005.

Second resolution

Approval of consolidated financial statements

Upon presentation of the reports by the Board of Directors and by the auditors, the shareholders hereby approve the consolidated financial statements of TOTAL S.A. for the fiscal year ended December 31, 2005.

Third resolution

Allocation of earnings, declaration of dividend

The shareholders note that earnings for the 2005 fiscal year amount to 4,142,954,352 euros.

After taking into account available retained earnings of 1,458,995,601 euros, the amount of earnings available for distribution totals 5,601,949,953 euros.

The shareholders, acting on the recommendation of the Board of Directors, hereby resolve to allocate this amount as follows, taking into account that as at December 31, 2005 there were 615,116,296 shares outstanding with dividend rights for the 2005 fiscal year and 3,000,000 shares bearing dividends at January 1st, 2005 that are issuable for the capital increase reserved for employees, i.e. a total of a maximum of 618,116,296 shares entitled to the fiscal year 2005 dividend:

Dividend	4,005,393,598 euros
Retained earnings	1,596,556,355 euros
	5,601,949,953 euros

Accordingly, the amount of the dividend declared is 6.48 euros per share of 10 euros par value. An interim dividend of 3.00 euros per share of 10 euros par value, having being paid on November 24, 2005, the balance of 3.48 euros per share shall be paid on May, 18, 2006.

Following a modification provided for by Article 76 I of the French Fiscal Law for 2006, of the French income tax regime as from 2006, it is indicated that in accordance with Article 243bis of the French General Tax Code, such balance of 3.48 euros per share of 10 euros par value, is eligible for the 40% deduction provided for by Article 158-3 of the French General Tax Code, which is available to those individual taxpayers whose tax residence is in France.

Pursuant to the same Article of the French General Tax Code, the interim dividend of 3.00 euros per share of 10 euros par value being paid on November 24, 2005, is eligible for the 50% deduction provided for, available to those individual taxpayers whose tax residence is in France.

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

	2004	2003	2002
TOTAL dividend <i>(in millions of euros)</i>	3,339.8	2,973.0	2,672.9
Interim dividend <i>(in euros by share of 10 euros par value)</i>	2.4	-	-
Number of shares having paid the interim dividend	624,664,861	-	-
Dividend (or balance) <i>(in euros by share of 10 euros par value)</i>	3.0	4.7	4.1
Number of shares having paid the dividend (or the balance) <i>(ou le solde le cas échéant)</i>	613,543,793	632,572,887	651,937,310

If at the time of the payment of the dividend the company holds any of its own shares or, if at that time the number of newly-issued shares effective as from January 1st, 2005 as a result of the capital increase reserved to employees appears to be below 3,000,000 new shares, then the net profit corresponding to unpaid dividends in respect of those shares shall be allocated to retained earnings.

Fourth resolution

Authorization to be given to the Board of Directors to transfer the special long-term capital gains reserve to the "Retained Earnings" account

Upon presentation of the report by the Board of Directors, the shareholders delegate to the Board of Directors the authority to transfer during the fiscal year 2006, all

or part of the sum of 2,807,661,894.50 euros appearing in the "Special long-term capital gains reserve" account as at December 31, 2005, to the "Retained Earnings" account, in the event of the exercise of the option provided by Article 39-IV of the Amended Finance Act for 2004, which authorizes such allocation after payment of the exceptional tax of 2.5% mentioned in the said Article.

This transfer would be in addition to the transfer made in 2005 pursuant to the aforementioned provisions, as described in Note no. 6B to the parent company's financial statements for the fiscal year ended December 31, 2005.

Fifth resolution

Agreements covered by Article L. 225-38 of the French Commercial Code

Upon the presentation of the special report of the auditors concerning the agreements covered by Article L. 225-38 of the French Commercial Code, the shareholders hereby approve the conclusions of such report and the agreements mentioned therein.

Sixth resolution

Authorization for the Board of Directors to trade shares of the company

Upon presentation of the report by the Board of Directors and certain information appearing in the description of the program prepared in accordance with articles 241-1 and there after, of the General Regulation of the French financial markets Authority (*Autorité des marchés financiers*), and in accordance with the provisions of Article L 225-209 of the French Commercial Code and of Council Regulation no. 2273/2003 dated December 22, 2003 concerning the application of Council Directive no. 2003/6/CE dated January 28, 2003, the shareholders hereby authorize the Board of Directors to buy or sell the shares within the framework of a share buy-back program.

The purchase of such shares may be transacted by any means on the market or by private contract, including by block-trades. Such transactions may include the use of any derivative financial instruments, whether traded on a regulated exchange or in a private transaction, as well as the use of hedging strategies in accordance with the regulations of the relevant market authorities.

These transactions may be carried out at any time, except during a public offering of the Company's share capital, in accordance with the rules and regulations in effect.

The maximum purchase price is set at 300 euros per share of 10 euros par value per share.

In case of a capital increase by incorporation of reserves and the distribution of shares 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 operation to the number of shares outstanding after the operation.

The maximum number of shares that may be purchased 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 indirect subsidiaries, more than 10% of its share capital.

As of December 31, 2005, of the 615,116,296 shares outstanding of 10 euros par value, the company held 9,166,515 shares directly, and 25,082,817 shares indirectly through its indirect subsidiaries, for a total of 34,249,332 shares. Under these circumstances, the maximum number of shares that the company could repurchase is 27,262,297 shares of 10 euros par value, and the maximum amount that the company might spend to acquire such shares is 8,178,689,100 euros.

The purpose of this share buy-back program is to reduce the number of shares outstanding and/or to permit the company to fulfill its engagements in connection with:

- convertible or exchangeable securities that may give holders rights to receive shares upon conversion or exchange;
- stock option or other share attribution programs for management or employees of the Company or of other companies in the Group (notably restricted stock-grant programs or the exchange guarantee put in place by the company for beneficiaries of Elf Aquitaine stock option plans, the terms of which are specified in the prospectus for the public exchange offer dated September 22, 1999 (COB visa no. 99-1179).

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 allowable market practice, or any other purpose that may be authorized or any other market practice that may be allowed by applicable law or regulation. The company will inform its shareholders, by way of a press release, when the program is to be used for such purposes.

According to the desired purpose, shares that are acquired by the company through this program may 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 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 options to purchase the company's shares having exercised such options;
- delivered to the holders of Elf Aquitaine subscription options having exercised options that are covered by the company's exchange guarantee;
- sold to employees, either directly or through the intermediary of company savings plans; or
- 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.

While they are held by the company, such shares will not have voting rights or dividend rights.

This authorization is granted for a period of eighteen months from the date of this meeting or until the date such authorization is renewed at an ordinary general shareholders meeting prior to the expiration of such eighteen-month period.

The Board of Directors is hereby granted all authority, with the right to delegate such authority, to undertake all actions that are necessary or useful to carry out the program or programs authorized by this resolution. This resolution replaces and, as regards any unused portion of the previous authorization, cancels the fifth resolution of the ordinary and extraordinary meeting held on May 17, 2005.

Seventh resolution

Renewal of the appointment of Mrs. Anne Lauvergeon as a Director

The shareholders hereby renew the appointment of Mrs. Anne Lauvergeon as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Eighth resolution

Renewal of the appointment of Mr. Daniel Bouton as a Director

The shareholders hereby renew the appointment of Mr. Daniel Bouton as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Ninth resolution

Renewal of the appointment of Mr. Bertrand Collomb as a Director

The shareholders hereby renew the appointment of Mr. Bertrand Collomb as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Tenth resolution

Renewal of the appointment of Mr. Antoine Jeancourt-Galignani as a Director

The shareholders hereby renew the appointment of Mr. Antoine Jeancourt-Galignani as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Eleventh resolution

Renewal of the appointment of Mr. Michel Pebereau as a Director

The shareholders hereby renew the appointment of Mr. Michel Pebereau as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Twelfth resolution

Renewal of the appointment of Mr. Pierre Vaillaud as a Director

The shareholders hereby renew the appointment of Mr. Pierre Vaillaud as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

Thirteenth resolution

Appointment of Mr. Christophe de Margerie as a Director

The shareholders hereby appoint Mr. Christophe de Margerie as a Director for a term of three years expiring at the conclusion of the shareholders meeting called to approve the financial statements for the 2008 fiscal year.

● Resolutions for the **Extraordinary General Meeting**

Fourteenth resolution

Approval of the asset contribution by the Company to Arkema, governed by the legal regime applicable to demergers, and of the allocation of Arkema shares to the Company's shareholders

The General Meeting, having satisfied the conditions as to quorum and majority applicable to Extraordinary General Meetings, and after having considered:

- the terms and conditions of the contribution agreement between the Company and Arkema⁽¹⁾, dated March 15, 2006 (the **"Contribution Agreement"**), governed by the legal regime applicable to demergers, pursuant to which the Company contributes to Arkema, subject to the conditions precedent listed in Article IV of the said Contribution Agreement, its shareholdings in the companies Arkema France⁽²⁾, Société de Développement Arkema (**"S.D.A."**), Arkema Finance France, Mimosa and Arkema Europe Holdings BV;
- the report of the Board of Directors, containing in its annex the prospectus prepared in accordance with Articles L. 412-1 and L. 621-8 of the Monetary and Financial Code and 211-1 to 216-1 of the General Regulations of the French Financial Markets Authority (the **"AMF"**) for the purpose of listing Arkema shares on *Eurolist by Euronext*TM;
- the opinion of the UES Upstream group workers' council issued on December 7, 2005;
- the reports on the terms and conditions of the contribution and on the value of the contributed assets prepared by Messrs. Dominique Ledouble and Gilles de Courcel, contribution auditors appointed by order of the Presiding Judge of the Nanterre Commercial Court on December 20, 2005;
- the resolutions submitted for the approval of the Combined General Meeting of shareholders of Arkema as summarized in the prospectus approved by the AMF;
- the terms and conditions of the contribution by Elf Aquitaine to S.D.A., governed by the legal regime of demergers, and the terms and conditions of the merger of S.D.A. into Arkema, the corresponding agreements being set forth in appendices to the Contribution Agreement.

1. Resolves, subject to the conditions precedent stipulated in Article IV of the Contribution Agreement, to approve all the terms of the Contribution Agreement, and the contribution to Arkema agreed therein governed by the legal regime of demergers (the **"Spin-Off"**), under the terms of which:
 - the net value of the contribution is 1,544,175,344.82 euros, such contribution to take effect on the completion date in accordance with Article L. 236-4 2 of the Commercial Code, at zero hour on the first day of trading of Arkema shares on the *Eurolist by Euronext*TM (the **"Completion Date"**);
 - in consideration for this contribution, Arkema will issue new shares, in the form of a capital increase, to be allocated by the Company to its own shareholders (other than the Company itself) as part of the Spin-Off that is the subject of this resolution, in accordance with Article III-3 of the Contribution Agreement, at the ratio of one Arkema share for every ten shares of the Company;
 - the number of Arkema shares to be issued, being 60,567,091 under Article III-1 of the Contribution Agreement, and the nominal amount of the associated increase in the share capital of Arkema, being 605,670,910 euros under the said Article III-1 of the Contribution Agreement, will be adjusted in accordance with the said Article depending on the number of shares of the Company eligible on the Completion Date for allocation of Arkema shares, the amount of the capital issued in consideration for the contribution being equal to the number of Arkema shares allocated by the Company to its own shareholders (other than the Company itself) multiplied by the par value of the Arkema shares, subject to a maximum nominal amount of the capital increase of 609,670,910 euros, corresponding to a maximum of 60,967,091 new Arkema shares.

The new Arkema shares issued in consideration for the contribution will be tradable on the Completion Date. They will be identical to the existing shares in all respects and will be entitled to a dividend as of January 1, 2006. They will be subject to all the terms of Arkema's Articles of Association and will benefit from a double voting right two years after the later of the Completion Date and their registration in the nominative form, and will be subject to a clause limiting the number of voting rights.

(1) The new company name of DAJA 34 with effect from April 18, 2006.

(2) The new company name of Arkema with effect from April 18, 2006.

2. Resolves, in accordance with Article III-3 of the Contribution Agreement, upon completion of the contribution, to allocate to the shareholders of the Company (other than the Company itself) the Arkema shares issued in consideration for the contribution at the ratio of one Arkema share for every ten eligible shares of the Company.
3. Resolves that the shareholders eligible to receive Arkema shares are those shareholders of the Company, other than the Company itself, whose shares are registered in a securities account at the end of the accounting day preceding the Completion Date.

One Arkema allotment right will be allocated to each eligible share of the Company, ten such allotment rights giving right to one Arkema share. Shareholders of the Company who hold less than ten shares of the Company or who do not hold a number of shares of the Company which is a multiple of ten will receive, for any Company shares below ten shares or in excess of the multiple of ten shares, allotment rights for fractional Arkema shares. These shareholders are responsible for purchasing such number of allotment rights for fractional Arkema shares that are necessary to obtain one additional Arkema share, or for selling these allotment rights in accordance with Article 10 of the Company's Articles of Association.

4. Notes that, in accordance with the provisions of Article L.228-6 of the Commercial Code, the Company may, upon a resolution of the Board of Directors of the Company, and in accordance with applicable law, sell the unclaimed Arkema shares, provided that the Company publishes notice thereof at least two years in advance, in accordance with applicable law. With effect from the date of such sale, the holder of allotment rights for fractional Arkema shares shall only be entitled to claim a cash payment representing the net proceeds from the sale of the unclaimed Arkema shares, plus the amount of any dividends and interim dividends due which would have been paid in respect of those Arkema shares, if any.
5. Resolves to charge the allocation of the Arkema shares, in an amount of 1,544,175,344.82 euros, to the "**Premium**" account, the amount of which being 34,563,052,123.17 euros at December 31, 2005, thus decreasing to 33,018,876,778.35 euros.
6. Notes that the contribution by the Company to Arkema that is governed by the legal regime of demergers, the associated increase in the share capital of Arkema and the allocation by the Company to its own shareholders of the Arkema shares issued to pay for the said contribution, will, subject to the satisfaction of the conditions precedent mentioned in Article IV of the Contribution Agreement, be completed and take effect on the Completion Date.

7. Gives all necessary powers to the Chairman of the Board of Directors, including the power to sub-delegate, for the purpose of:
 - taking any steps for the completion of the Spin-Off;
 - determining the number of shares of the Company eligible for the allocation of Arkema shares;
 - deciding on the full satisfaction of all the conditions precedent stipulated in Article IV of the Contribution Agreement and, consequently, the completion of the Spin-Off;
 - satisfying any formal requirements for the listing of Arkema share allotment rights and of Arkema shares on Eurolist by EuronextTM; and
 - more generally, making any determination or communication and satisfying any formality which might be necessary for the purposes of completing the Spin-Off and the allocation by the Company to its shareholders of Arkema shares issued in consideration for the contribution.

Fifteenth resolution

Four-for-one stock split

The General Meeting, having satisfied the conditions as to quorum and majority applicable to Extraordinary General Meetings, and after having considered the report of the Board of Directors, resolves to split the par value of the shares comprising the share capital by four, the amount of the share capital itself remaining unchanged.

Consequently, the General Meeting resolves that:

- the par value of the Company's shares be reduced from 10 euros to 2.50 euros;
- the number of shares in circulation be increased fourfold;
- the number of shares that may be obtained by the beneficiaries of Company share purchase or subscription options under the plans authorized by the Extraordinary General Meetings of May 21, 1997, May 17, 2001 and May 14, 2004, be multiplied by four, while the unit prices for the subscription or purchase of shares under the options, as fixed by the Board of Directors upon the allocation of options made before the stock split, be divided by four;
- the number of shares that may be obtained by the beneficiaries of bonus share allocations pursuant to the authorization granted by the Extraordinary General Meeting dated May 17, 2005, be multiplied by four.

The General Meeting delegates all necessary powers to the Board of Directors, including the power of lawful sub-delegation, to set the date on which this four-for-one stock split will take effect, to make any adjustments made necessary by this stock split and to take any other necessary action, in particular determining the number of new 2.50 euros shares to be issued on the basis of the number of 10 euros shares existing on that date, completing the exchange of new shares for old shares, satisfying any formalities and, more generally, doing whatever is necessary, whether directly or through agents, to implement this resolution, and amending Article 6 of the Articles of Association relating to the amount of the authorized share capital and to the nominal value of the shares.

Sixteenth resolution

Amendment of Article 11 – 3° of the Company's Articles of Association fixing the number of shares of the Company that must be owned by each Director

The General Meeting, having satisfied the conditions as to quorum and majority applicable to Extraordinary General Meetings, and after having considered the report of the Board of Directors, resolves, subject to the adoption of the fifteenth resolution approving the four-for-one stock split, to fix at one thousand the minimum number of shares that must be owned by each director throughout his or her term of office.

Consequently, the General Meeting resolves to amend Article 11 – 3° of the Articles to read as follows: “each director must own at least one thousand shares throughout his or her term of office” (the rest of the Article remaining unchanged).

● Resolution A (not approved by the Board of Directors)

The following text is added to point 5 of article 11 of the TOTAL S.A. Articles of Association.

As of 1 January 2008, the number of natural or legal person Directors, meeting at least one of the criteria indicated in points a) to g) below, cannot be greater than one half of the number of sitting Directors; this condition must then be met on the closing date of each fiscal year. When this number is exceeded, the most elderly director finding him/herself in one of the situations indicated in points a) to g) will automatically be considered to be resigning.

The above-mentioned criteria are the following:

- a) being an executive Director of the Company or of a company controlled pursuant to article L. 233-3 of the French Commercial Code or having held such a position within the last five years;
- b) being an employee of the Company or of a controlled company pursuant to article L 233-3 of the French Commercial Code, or having been one during the last three years;
- c) being involved, or having been involved during the last fiscal year, in an agreement with the Company covered by article L 225-38 of the French Commercial Code;
- d) being or having been in the last three years an associate or employee of the external auditor, current or previous, used by the Company or a controlled company pursuant to article L 233-3 of the French Commercial Code;
- e) being an executive or managing director of another company in which a Company executive director serves as a non-executive director or member of the supervisory board or has other significant links with the Company executive or managing directors as a result of positions held in other companies or bodies;
- f) having served in the boards of directors or supervisory boards as a non-executive director or member of the supervisory board of the Company and/or of a company that it has controlled pursuant to article L 233-3 of the French Commercial Code for more than twelve years;
- g) being a member of the immediate family of an executive or managing director or of persons finding themselves in one of the situations indicated in a) to f).

During each General Meeting, the Board will then present a review of the directors by name pursuant to the criteria a) to g) above. The members of the Board's various committees can only be described as independent if they meet none of the above criteria.

In the present point, the expressions “executive director”, “non-executive director”, “managing director” and “member of the supervisory board” are used as defined in the European

Commission Recommendation of February 15, 2005 (2005/162/EC), published in the Official Journal of the European Union on February 25, 2005.

- **Resolution B**
(not approved by the Board of Directors)

The General Meeting resolves to create a supplementary seat reserved for a Director representing employee shareholders at the Board of Directors of TOTAL S.A. and

gives all powers to the Board of Directors to organize the designation and to present candidates for appointment at the next Shareholders General Meeting to be held.

Membership of the Board of Directors

of TOTAL S.A. during 2005 ⁽¹⁾



Thierry Desmarest

• Aged 60.

- Chairman and Chief Executive Officer of TOTAL S.A. since May 31, 1995. Appointed Chairman and Chief Executive Officer of Elf Aquitaine. Director of Sanofi-Aventis. Member of the Supervisory Board of Air Liquide, Areva.
- Director of TOTAL S.A. since 1995 and until 2007.
- Holds 73,300 shares.



Daniel BOEUF

• Aged 57.

- Director representing employee shareholders. Manager training and competencies management – Refining and Marketing. Chairman of the Supervisory Board of the “TOTAL ACTIONNARIAT FRANCE” employee investment fund.
- Director of TOTAL S.A. since May, 2004 and until 2007.
- Holds 600 shares and 629.573 parts of the “TOTAL ACTIONNARIAT FRANCE” employee investment fund.



Daniel BOUTON

• Aged 55.

- Independent Director ⁽²⁾.
- Chairman and Chief Executive Officer of Société Générale. Director of Schneider Electric S.A., Veolia Environnement.
- Director of TOTAL S.A. since 1997 and until 2006.
- Holds 800 shares.



Bertrand COLLOMB

• Aged 63.

- Independent Director ⁽²⁾.
- Chairman of Lafarge. Director of Unilever.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 1,178 shares.



Paul DESMARAIS Jr.

• Aged 51.

- Independent Director ⁽²⁾.
- Chairman and co-Chief Executive Officer of Power Corporation of Canada. Vice-Chairman and Executive Director of Pargesa Holding S.A. Vice-Chairman of Imerys. Director and member of the Executive Committee of Great-West (Canada), London Insurance Group, Bruxelles Lambert Group. Director of Suez.
- Director of TOTAL S.A. since 2002 and until 2008.
- Holds 500 shares (corresponding to 1,000 ADR).



Jacques FRIEDMANN

• Aged 73.

- Independent Director ⁽²⁾.
- Director of L.V.M.H.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 1,519 shares (.



Bertrand JACQUILLAT

• Aged 61.

- Independent Director ⁽²⁾.
- University Professor. Co-founder and Chairman and Chief Executive Officer of Associés en Finance. Member of the Supervisory Board of Klépierre.
- Director of TOTAL S.A. since 1996 and until 2008.
- Holds 900 shares.



Antoine JEANCOURT-GALIGNANI

- Aged 68.

- Independent Director⁽²⁾.
- Former Chairman of Assurances Générales de France. Chairman of the Supervisory Board of Euro Disney SCA. Director of Gecina, Société Générale, Kaufman & Broad.
- Director of TOTAL S.A. since 1994 and until 2006.
- Holds 1,085 shares.



Anne LAUVERGEON

- Aged 46.

- Independent Director⁽²⁾.
- Chairman of the Areva Management Board. Director of Suez, Vice-President of the Supervisory Board of Safran.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 500 shares.



Lord Peter LEVENE OF PORTSOKEN

- Aged 64.

- Independent Director⁽²⁾.
- Chairman of Lloyd's, of International Financial Services London, of General Dynamics UK Ltd.
- Director of TOTAL S.A. since May 2005 and until 2008.
- Holds 500 shares.



Maurice LIPPENS

- Aged 62.

- Independent Director⁽²⁾.
- Chairman of Fortis. Director of Suez-Tractebel, Bruxelles Lambert Group, Belgacom.
- Director of TOTAL S.A. since 2003 and until 2008.
- Holds 800 shares.



Michel PÉBEREAU

- Aged 63.

- Independent Director⁽²⁾.
- Chairman of BNP Paribas. Director of Lafarge, Saint-Gobain. Member of the Supervisory Board of Axa. Chairman of Federation Bancaire Européenne.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 589 shares.



Thierry de RUDDER

- Aged 56.

- Independent Director⁽²⁾.
- Managing Director of Bruxelles Lambert Group. Director of Suez-Tractebel, of Imerys.
- Director of TOTAL S.A. since 1999 and until 2007.
- Holds 989 shares.



Jürgen SARRAZIN

- Aged 69.

- Independent Director⁽²⁾.
- Former Chairman of the Dresdner Bank Management Board.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 1,477 shares.



Serge TCHURUK

- Aged 68.

- Independent Director⁽²⁾.
- Chairman and Chief Executive Officer of Alcatel. Director of Thales.
- Director of TOTAL S.A. since 1989 and until 2007.
- Holds 24,574 shares.



Pierre VAILLAUD

- Aged 70.

- Independent Director⁽²⁾.
- Former Chairman and Chief Executive Officer of Elf Aquitaine and Technip. Director of Technip. Member of the Supervisory Board of Cegelec, Oddo et Cie.
- Director of TOTAL S.A. since 2000 and until 2006.
- Holds 500 shares.

(1) Information at December, 31, 2005.

(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 16, 2005. Upon the proposal of the Nomination and Remuneration Committee, and in conformity with the 2002 AFEP-MEDEF Report, the criteria that the Board has adopted for evaluating the independence of its members is the absence of any material relationship with the Company, the Group or its management which could compromise the independent judgement of a Director. In its evaluation, the Board examines the specific criteria listed in the above mentioned Report. The Board considers that the current or past relationships existing between the Company and certain of its Directors were not of the nature that they would affect the independent judgement of those Directors.

Brief review of the company's position during the 2005 financial year

● Consolidated accounts^(a)

	2005 IFRS	2004 IFRS	%
<i>(in millions of euros)</i>			
Sales	143,168	121,998	+17%
Adjusted operating income from business segments	23,669	17,217	+37%
Net adjusted operating income from business segments	11,902	8,957	+33%
Net income (Group share)	12,273	10,868	+13%
Adjusted net income	12,003	9,131	+31%
Earnings per share ^(b) (euros)	20.33	15.05	+35%
Dividend (euros/share)	6.48 ^(c)	5.40	+20%
Cash flow from operations	14,669	14,662	-
Investments	11,195	8,904	+26%
Divestments at selling price	1,088	1,192	-9%

(a) Adjusted income (adjusted operating income, adjusted net operating income, adjusted net income) is defined as income using replacement cost, adjusted for special items and excluding TOTAL's equity share of amortization of intangibles related to the Sanofi-Aventis merger.

(b) Adjusted for special items, inventory valuation effects and excluding TOTAL's equity share of amortization of intangibles related to the Sanofi-Aventis merger.

(c) Pending approval at the May 12, 2006 AGM and based on a 10 euros nominal value per share.

Number of shares <i>(in millions)</i>	2005	2004	
Fully-diluted weighted-average shares	590.5	606.6	-3%

Market environment	2005	2004	
€/€	1.24	1.24	-
Brent (\$/b)	54.5	38.3	+42%
European refining margins TRCV (\$/t)	41.6	32.8	+27%

● Full year 2005 results

Consolidated sales increased by 17% to 143,168 million euros (M€) in 2005 from 121,998 M€ in 2004.

Operating income

Compared to 2004, the 2005 oil market environment was marked by strong increases in the oil price (+42% for Brent to 54.5 \$/b) and refining margins (+27% for European TRCV margins to 41.6 \$/t). The environment for Chemicals was generally more favorable in 2005 than in 2004.

In this context, adjusted operating income from the business segments increased by 37% to 23,669 M€ in 2005 from 17,217 M€ in 2004.

Special items affecting operating income from the business segments had a negative impact of 420 M€⁽¹⁾ in 2005. They included mainly restructuring charges, write-downs and environmental provisions in the Chemicals segment (including about 300 M€ related to Arkema).

In 2004, special items had a negative impact of 901 M€. They were comprised mainly of write-downs in the vinyl products and polyethylene activities in Europe.

Adjusted net operating income from the business segments rose by 33% to 11,902 M€ in 2005 from 8,957 M€ in 2004. The lower percentage increase relative to the 37% increase in operating income was due primarily to a higher effective tax rate in 2005.

Net income (Group share)

Adjusted net income, which excludes after-tax inventory effects of 1,072 M€ in 2005 and 505 M€ in 2004, increased by 31% to 12,003 M€ in 2005 from 9,131 M€ in 2004.

Special items had a negative impact of 467 M€ on 2005 net income. They included the after-tax effects of restructuring charges, provisions and write-downs in the Chemicals segment and TOTAL's equity share of special items taken by Sanofi-Aventis in the amount of 207 million euros.

Special items had a positive impact of 1,345 M€ on 2004 net income.

Reported net income rose by 13% to 12,273 M€ in 2005 from 10,868 M€ in 2004.

In 2005, the Group bought back 18.3 million shares (including 0.57 million shares which are reserved for share grants as per the decision of the Board on July 19, 2005) for 3,486 M€.

At December 31, 2005 the number of fully-diluted shares was 586.0 million compared to 597.7 million at December 31, 2004, representing a decrease of about 2%.

Adjusted earnings per share, based on 590.5 million fully-diluted weighted-average shares, rose to 20.33 euros in 2005 from 15.05 euros in 2004, an increase of 35%, which is a higher percentage increase than shown for the adjusted net income thanks to the accretive impact of the share buybacks.

Cash flow

Cash flow from operating activities rose to 14,669 M€ from 14,662 M€ in 2004. Excluding changes in working capital adjusted for the pre-tax FIFO inventory effect, cash flow increased by 23% to 17,406 M€.

Net cash flow⁽¹⁾ for the Group was 4,562 M€ in 2005 compared to 6,950 M€ in 2004.

The net-debt-to-equity ratio was 32% at December 31, 2005 compared to 30.7% at December 31, 2004.

Investments

In 2005, investments rose to 11,195 M€ from 8,904 M€ in 2004. Expressed in dollars, investments rose to 13.9 B\$, a 26% increase compared to 2004, and included 1.8 B\$ for targeted acquisitions, mainly Deer Creek in Canada for 1.4 B\$.

Divestments in 2005 were 1,088 M€ and included the sale of 1.85% of Kashagan to KazMunaiGas and TOTAL's interest in Humber Power, the UK power generation company.

Profitability

The return on average capital employed (ROACE⁽²⁾) for the Group was 27% in 2005 (30% for the business segments), at the level of the best in the industry

Return on equity rose to 35% in 2005 from 33% in 2004.

(1) Net cash flow = cash flow from operating activities – investments + divestments.

(2) Adjusted net operating income divided by average replacement cost capital employed.

● TOTAL S.A. parent company accounts and proposed dividend

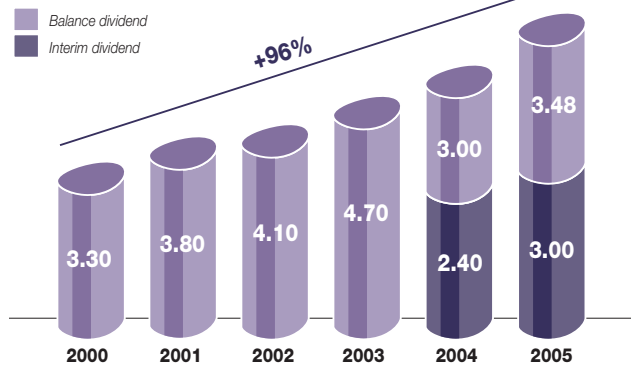
The parent company, TOTAL S.A., reported net earnings of 4,143 M€ in 2005 compared to 3,443 M€ in 2004.

The Board of Directors, after closing the accounts, decided to propose at the May 12, 2006 Annual General Meeting a dividend of 6.48 euros per share for 2005, a 20% increase compared to 2004.

The pay-out ratio for TOTAL in 2005, based on adjusted net income, would be 32%.

Taking into account the interim dividend of 3 euros per share of 10 euros nominal value paid on November 24, 2005, the remaining 3.48 euros of the 2005 dividend per share (before the four-for-one stock split) will be paid on May 18, 2006.

Net dividend (euros per share)



● Overview of TOTAL's fiscal year

The Group's three business segments are:

- **the Upstream segment**, which includes exploration, hydrocarbon production, gas & power marketing, and other forms of energy;
- **the Downstream segment**, which includes refining, petroleum product marketing and distribution, specialty products, and the trading and shipping of crude oil and products;
- **the Chemicals segment**, which includes Base chemicals, petrochemicals and fertilizers, Specialties which includes rubber processing, resins, adhesives and electroplating activities and Arkema which includes Chlorochemicals, Intermediates & Performance Polymers.

Market conditions were favorable for the oil industry in 2005. In a context of continued demand growth, the tension on production capacity, aggravated by the effect of hurricanes in the Gulf of Mexico, raised oil prices and refining margins to high levels.

Adjusted net income⁽³⁾ increased by 31% to 12,003 M€ in 2005 compared to 2004. Adjusted earnings per share increased by 35%, reflecting TOTAL ability to benefit from the stronger market environment, despite inflationary pressure from service companies.

Continued exploration success, the launching of Yemen LNG and the acquisition of Deer Creek in Canada, among other

things, have allowed us to increase the level of proved and probable reserves⁽⁴⁾ to 20 billion equivalent barrels at the end of 2005, which represents close to 22 years of production at the current rate.

The Group invested 13.9 billion dollars in 2005, a 26% increase compared to 2004. This represents a significant level of activity that we expect will continue at comparable levels from now through 2010 (based on 40 \$/b Brent) and should allow us mainly to increase production by close to 4% per year on average over the 2005-2010 period. It should also allow us to upgrade our refining system in Europe and the US to adapt to changes in the supply-demand balance as well as expand our petrochemical activities in Asia.

Medium-term oil market environment

	2005	2004	%
Euro/dollar	1.24	1.24	-
Brent price (dollar per barrel)	54.5	38.3	+ 42%
European refining margins (dollar per ton)	41.6	32.8	27%

(3) Adjusted net income = net income Group share adjusted for special items, and excluding Total's equity share of amortization of intangibles related to the Sanofi-Aventis merger (135 M€ for 2004).

(4) Limited to proved and probable reserves covered by E&P contracts on fields that have been drilled and for which technical studies have demonstrated economic development in a 40 \$/b Brent environment, including the portion of heavy oil in the Joslyn field developed by mining.

Upstream

Results

For the full year 2005, adjusted net operating income from the Upstream segment increased by 37% to 8,029 M€ from 5,859 M€ in 2004.

Profitability

Upstream return on average capital employed (ROACE) was 40% in 2005 compared to 36% in 2004.

Production

For the full year 2005, hydrocarbon production was 2,489 thousand equivalent barrels per day (kboe/d) from 2,585 kboe/d in 2004 representing a decline of 3.7%. Liquids production declined by 4% and gas production also declined by 2%.

Adjusted for the price effect and excluding the impact of the hurricanes in the Gulf of Mexico, the Group's hydrocarbon production remained stable in 2005 compared to 2004.

Production growth mainly from Venezuela, Libya, Indonesia, Trinidad & Tobago and Argentina were offset by decreases in the North Sea (notably due to the decommissioning of Frigg) and Syria.

Year-end 2005 hydrocarbon reserves

Proved reserves, calculated according to Securities & Exchange Commission (SEC) rules, were 11,106 Mboe at December 31, 2005, representing 12.2 years of production at the current rate. Using year-end prices (Brent at 58.2 \$/b), as required by the SEC, for the calculation had a negative impact on proved reserves estimated at 0.2 Bboe.

The reserve replacement rate⁽⁵⁾ for the 2003-2005 period, based on SEC rules, was 97% for the Group (consolidated subsidiaries and equity affiliates). For 2005, the rate was 95%.

Excluding the impact of changing prices (Brent constant at 40 \$/b), the Group's reserve replacement rate would be 118% for the 2003-2005 period and 120% for 2005.

At year-end 2005, TOTAL had a solid and diversified portfolio of proved and probable reserves representing 20 Bboe, or close to 22 years of production at the current rate⁽⁶⁾.

Downstream

Results

For the full year 2005, adjusted net operating income from the Downstream segment rose to 2,916 M€ from 2,331 M€ in 2004, an increase of 25%.

Profitability

Downstream return on average capital employed (ROACE) was 28% in 2005 compared to 25% in 2004.

Refinery throughput – product sales

For the full year 2005, refinery throughput declined by 3% to 2,410 kb/d from 2,496 kb/d in 2004. The refinery utilization rate was 88% in 2005. Excluding the impacts of the strikes in France and Hurricane Rita in the US, the refinery utilization rate was 91% in 2005, 1% below the rate for 2004 due to a larger program of major turnarounds.

Refined product sales increased by 3% to 3,885 kb/d in 2005.

(5) Change in reserves excluding production (i.e. revisions + discoveries, extensions + acquisitions – sales) / production for the period.

(6) Limited to proved and probable reserves covered by E&P contracts on fields that have been drilled and for which technical studies have demonstrated economic development in a 40 \$/b Brent environment, including the portion of heavy oil in the Joslyn field developed by mining.

Chemicals

Results

For the full year 2005, adjusted net operating income from the Chemicals segment rose to 957 M€ from 767 M€ in 2004, an increase of 25%.

Market conditions for base chemicals were volatile during 2005, with a very favorable first quarter followed by margin weakness resulting from erratic customer demand linked to volatile raw material prices.

Higher 2005 operating income from Arkema reflected the benefits of restructurings.

Adjusted net operating income from the Specialties segment increased by 14% despite higher raw material costs.

Profitability

Chemicals return on average capital employed (ROACE) increased to 11% in 2005 from 9% in 2004. Excluding Arkema, it increased to 12% in 2005 from 11% in 2004.

● 2006 Sensitivities – market environment

Market environment	Scenario	Change	Estimated impact on operating results	Estimated impact on net operating results
US Dollar (\$)	1.20 \$/€	+0.10 €/ \$	+1.6 G€	+0.8 G€
Brent	40-50 \$/b	+1 \$/b	+0.41 G€	+0.17 G€
European refining margins TRCV	25 \$/t	+1 \$/t	+0.09 G€	+0.06 G€

● Summary and outlook

Since the beginning of 2006, the oil market environment has remained globally favorable with high oil and gas prices, but with European refining margins significantly below fourth quarter 2005 levels.

In the Upstream, TOTAL is pursuing a strategy of profitable growth that should translate into production growth of close to 4% per year on average between 2005 and 2010⁽⁶⁾. This growth will be particularly significant in Africa, where the growth rate is expected to be 7% per year on average through 2010⁽⁷⁾. Beyond 2010 the portfolio of projects offers strong visibility, notably thanks to continued exploration success over the past years and to new giant gas and heavy oil projects.

In the Downstream, the contribution of new conversion and desulphurization projects combined with ongoing productivity programs should allow the segment to achieve a ROACE of 20% by 2010 and increase cash flow from operating activities by 0.9 B€ per year in an environment of 25 \$/t⁽⁸⁾ European refining margins (TRCV).

In petrochemicals, TOTAL's objective is to continue to increase its polymers production, particularly in Asia and the Middle East while reducing its fixed cost per unit. The Chemicals segment continues to target a ROACE of 12% at mid-cycle by 2010.

As for renewable energies, in a new step forward in the wind energy business, TOTAL has been selected to build the largest onshore wind farm project in France in the Aveyron region. The 90 MW project is expected to start up in 2008. In addition, the Group expects a five-fold increase in the production of its photovoltaic cells and plans to build a new solar panel factory in Toulouse.

Implementing the Group's growth strategy depends on a sustained investment program. Using a €/ \$ exchange rate of 1.20, the 2006 Capex budget (excluding acquisitions) is about 13.5 B\$, including 10 B\$ for the Upstream segment. Over the period 2006-2010 investments should remain relatively stable.

The net-debt-to-equity ratio for the Group is targeted to remain at around 25% to 30%.

TOTAL intends to pursue a dynamic dividend policy. Cash flow remaining after investments and the payment of the dividend will be available for share buybacks.

(7) Based on 40 \$/b Brent.

(8) Approx. average TRCV over the past five years.

Five-year financial summary and income allocation

	2005	2004	2003	2002	2001
I - Capital at year end					
Common stock (EUR thousand)	6,151,163	6,350,151	6,491,182	6,871,905	7,059,350
Number of shares of common stock outstanding	615,116,296	635,015,108	649,118,236	687,190,510	705,934,959
Potential number of shares for issue:					
• By exercise of share subscription options	7,675,549	6,285,886	2,935,306	-	449,881
• TOTAL US Warrant	-	-	-	884,465	1,786,395
• Elf Aquitaine options and shares covered by the exchange guarantee	361,742	1,442,634	3,793,652	5,178,906	5,951,375
II - Operations and income for the year (EUR thousand)					
Net commercial sales	7,009,551	4,775,056	4,246,682	4,111,252	3,949,347
Employee profit sharing	25,000	26,000	22,000	14,000	10,200
Net income	4,142,954	3,443,252	3,272,173	2,410,412	3,828,722
Retained earnings brought forward	1,458,996	1,355,571	1,056,491	1,316,910	651,989
Income available for appropriation	5,601,950	4,798,823	4,328,664	3,727,322	4,480,711
• Legal reserve	-	-	-	-	-
• Dividends (including interim dividends)	4,005,394	3,429,082	3,079,116	2,821,221	2,712,141
• Retained earnings	1,596,556	1,369,741	1,249,548	906,101	1,768,570
III - Earnings per share (EUR)					
Income after tax, before depreciation, amortization and provisions ^(a)	7.29	5.74	5.28	4.42	5.51
Net income ^(a)	7.02	5.59	5.15	3.62	5.52
Net dividend per share	6.48	5.40	4.70	4.10	3.80
IV - Personnel (EUR thousand except for the number of employees)					
Average number of employees during the year ^(b)	5,459	5,240	5,013	3,376	2,636
TOTAL payroll for the year	511,775	472,189	458,518	311,741	219,987
Social security and other staff benefits	236,352	222,903	221,653	147,133	106,315

(a) Earnings per share are calculated on the basis of the weighted average number of common shares and common share equivalents outstanding during the year.

(b) Including employees on early retirement or paid training leave (7 in 2001, 1 in 2002 and 5 in 2005).

Request for copies of documents and information

(as indicated in the Article 135 of Decree no. 67-236 of March 23, 1967)

- **Request to be addressed for the dispatch of any document in advance of the Combined General Meeting of Friday 12th May 2006**

To be addressed to:

BNP Paribas Securities Services
G.C.T. Issuers Department
Meetings Department
Immeuble Tolbiac
75450 Paris Cedex 09
France

I the undersigned,

Name and forenames:

Mailing address:

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



hereby acknowledge having received the documents relating to the Combined General Meeting (Ordinary and Extraordinary) of 12th May 2006, as indicated in the Article 133 of Decree n° 67-236 of March 23, 1967, namely, the agenda, the proposed resolutions, the summary presentation of the Company's position during the year just ended (including the attached table showing results for the previous five years),

and request said Company to send me, at no charge to myself and prior to the Combined General Meeting⁽¹⁾, the documents and information indicated in Article 135 of the same Decree.

Signed at _____, on _____ 2006

Signature:

(1) In accordance with the provisions of Articles 133-4° and 138 para 3 of Decree no. 67-236 of March 23, 1967, any shareholder in possession of registered shares may, by a single request, obtain from the Company the documents and information referred to under Articles 133 and 135 of the same Decree on the occasion of each Meeting held subsequently to the Meeting designated above (depending upon the type of Meeting, Article 135 refers specifically to information in respect of Directors, General Managers and, where applicable, candidates for the Board of Directors, the Annual Report, the balance sheet, the profit and loss account, the schedule, the Auditors' report and the reports of the Auditors and of the Board of Directors to be presented at the Extraordinary General Meeting in the cases provided by law).

If the shareholder wishes to take advantage of this service, he/she must so specify on the present request.



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