

# TOTAL S.A.

Annual Combined General Meeting on May 21, 2010

## Resolution voting results

QUORUM: 49.74% of shares with voting rights  
1,111,324,524 shares for a total of 2,234,191,626 shares with voting rights

Resolutions within the authority of the ordinary general meeting	For	Against	Abstention	Result
1. Approval of parent company financial statements	99.63%	0.19%	0.18%	Approved
2. Approval of consolidated financial statements	99.65%	0.18%	0.17%	Approved
3. Allocation of earnings, declaration of dividend	99.47%	0.33%	0.20%	Approved
4. Agreements covered by Article L.225-38 of the French Commercial Code (1)	92.46%	7.36%	0.18%	Approved
5. Commitments under Article L.225-42-1 of the French Commercial Code concerning Mr. Christophe de Margerie (2)	61.15%	38.67%	0.18%	Approved
6. Authorization for the Board of Directors to trade the shares of the Company	98.78%	1.04%	0.18%	Approved
7. Renewal of the appointment of Mr. Thierry Desmarest as a Director	94.18%	5.64%	0.18%	Approved
8. Renewal of the appointment of Mr. Thierry de Rudder as a Director	74.19%	25.60%	0.21%	Approved
9. Appointment of Mr. Gunnar Brock as a Director	98.84%	0.96%	0.20%	Approved
10*. Appointment of Mr. Claude Clément as the Director representing employee shareholders	93.72%	3.35%	2.93%	Approved
11*. Appointment of Mr. Philippe Marchandise as the Director representing employee shareholders (not approved by the Board of Directors)	18.02%	73.88%	8.10%	Not approved
12*. Appointment of Mr. Mohammed Zaki as the Director representing employee shareholders (not approved by the Board of Directors)	14.77%	82.18%	3.05%	Not approved
13. Renewal of Ernst & Young Audit as statutory Auditors	98.40%	1.39%	0.21%	Approved
14. Renewal of KMPG as statutory Auditors	97.58%	2.22%	0.20%	Approved
15. Appointment of Auditex as an alternate Auditor	96.12%	3.64%	0.24%	Approved
16. Appointment of KMPG Audit IS as an alternate Auditor	85.10%	3.69%	11.21%	Approved

Resolutions within the authority of the extraordinary general meeting	For	Against	Abstention	Result
17. Delegation of authority granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital while maintaining shareholders' preferential subscription rights	94.33%	5.46%	0.21%	Approved
18. Delegation of authority granted to the Board of Directors to increase capital by issuing common shares or any securities providing access to capital without preferential subscription rights	81.70%	17.98%	0.32%	Approved
19. Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, in payment of securities that would be contributed to the Company	93.82%	5.87%	0.31%	Approved
20. Delegation of authority granted to the Board of Directors to increase capital under the conditions provided for in Articles L.3332-18 and following the French Labour Code	96.17%	3.52%	0.31%	Approved
21. Authorization to grant subscription or purchase options for the Company's shares to certain employees of the Group and to the management of the Company and of Group companies	84.76%	14.92%	0.32%	Approved
A. <b>(not approved by the Board of Directors)</b> Modification of Article 9 of the Company's Articles of Association to ensure that are published the internal charters for collective investment funds whose assets make up more than 0.5 % of the capital of the Company	7.07%	91.05%	1.88%	Not approved

(1) Mr. Desmarest did not take part in the vote of this resolution  
(2) Mr. de Margerie did not take part in the vote of this resolution