

**TOTAL S.A.**

**ANNUAL COMBINED GENERAL MEETING HELD ON MAY 16, 2014  
RESOLUTION VOTING RESULTS**

Number of shares: 2,378,808,647

Number of shares with voting rights: 2,269,601,374

Number of shareholders present physically or by proxy : 46,584

Quorum: 61.77 %

Number of voting rights cast\*: 1,511,051,698 (OGM\*\*)

Number of voting rights cast\*: 1,510,732,877 (EGM\*\*)

*\*registered shares held for a continuous period of two years carry double voting rights*

*\*\* in accordance with law, voting rights for the Ordinary General Meeting are carried by usufructuaries and voting rights for the extraordinary General Meeting are carried by bare owners.*

RESOLUTIONS	FOR		AGAINST		ABSTENTION	
	Votes	%	Votes	%	Votes	%
<b>Resolutions within the authority of the Ordinary General Meeting</b>						
<b>1<sup>st</sup> resolution:</b> Approval of parent Company financial statements	1,492,218,600	98.75	16,994,123	1.12	1,838,975	0.12
<b>2<sup>nd</sup> resolution:</b> Approval of consolidated financial statements	1,502,749,244	99.45	6,510,514	0.43	1,791,940	0.12
<b>3<sup>rd</sup> resolution:</b> Allocation of earnings, declaration of dividend	1,500,135,790	99.28	9,092,318	0.60	1,823,590	0.12
<b>4<sup>th</sup> resolution:</b> Authorization for the Board of Directors to trade in shares of the Company	1,479,482,615	97.91	29,761,903	1.97	1,807,180	0.12
<b>5<sup>th</sup> resolution:</b> Renewal of the appointment of Ms. Patricia Barbizet as a Director	1,469,676,849	97.26	39,484,260	2.61	1,890,589	0.13
<b>6<sup>th</sup> resolution:</b> Renewal of the appointment Ms. Marie-Christine Coisne-Roquette as a Director	1,478,483,526	97.84	30,497,104	2.02	2,071,068	0.14

<b>RESOLUTIONS</b>	<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTION</b>	
<b>7<sup>th</sup> resolution:</b> Renewal of the appointment of Mr. Paul Desmarais, jr as a Director	760,145,197	50.31	748,797,732	49.55	2,108,769	0.14
<b>8<sup>th</sup> resolution :</b> Renewal of the appointment of Ms. Barbara Kux as a Director	1,486,454,533	98.37	22,706,204	1.50	1,890,961	0.13
<b>9<sup>th</sup> resolution:</b> Advisory opinion on the elements of compensation due or granted for fiscal year 2013 to Mr. Christophe de Margerie, Chairman and Chief Executive Officer	1,414,911,273	93.64	93,817,589	6.21	2,322,836	0.15
<b>Resolutions within the authority of the Extraordinary General Meeting</b>						
<b>10<sup>th</sup> resolution:</b> Delegation of authority to increase share capital while maintaining shareholders' preferential subscription rights	1,402,079,501	92.81	106,732,875	7.06	1,920,501	0.13
<b>11<sup>th</sup> resolution:</b> Delegation of authority to increase share capital without preferential subscription rights	1,441,559,495	95.42	66,938,827	4.43	2,234,555	0.15
<b>12<sup>th</sup> resolution:</b> Delegation of authority to increase the number of securities to be issued in case of share capital increase without preferential subscription rights	1,442,333,351	95.47	66,394,093	4.39	2,005,433	0.13
<b>13<sup>th</sup> resolution:</b> Delegation of powers to increase share capital in payment of securities that would be contributed to the Company	1,468,930,637	97.23	39,577,952	2.62	2,224,288	0.15
<b>14<sup>th</sup> resolution:</b> Delegation of authority to increase share capital reserved to employees who subscribe to a company or Group savings plan (Articles L. 3332-18 and following of the French Labour Code)	1,474,968,872	97.63	33,650,000	2.23	2,114,005	0.14
<b>15<sup>th</sup> resolution:</b> Delegation of powers to increase share capital reserved for employees who are not able to subscribe directly or indirectly to Company shares through the intermediary of a company investment fund	1,473,501,945	97.54	35,092,864	2.32	2,138,068	0.14

RESOLUTIONS	FOR		AGAINST		ABSTENTION	
<b>16<sup>th</sup> resolution:</b> Authorization to grant restricted shares of the Company to employees of the Group as well as to Executive Directors	1,144,624,784	75.77	363,888,314	24.09	2,219,779	0.15
<b>17<sup>th</sup> resolution:</b> Amendment of Article 11 of the Articles of Association to determine the appointment procedures of the Director(s) representing employees (French law of June, 14, 2013 on the protection of employment)	1,500,151,594	99.30	7,300,019	0.48	3,281,264	0.22
<b>18<sup>th</sup> resolution:</b> Amendment of Article 12 of the Articles of Association in order to set the limit on the age of the Chairman of the Board at 70 years	1,482,762,494	98.15	25,708,455	1.70	2,261,928	0.15
<b>19<sup>th</sup> resolution:</b> Amendment of Article 15 of the Articles of Association in order to set the limit on the age of the President at 67 years	1,319,905,655	87.37	188,676,992	12.49	2,150,230	0.14
<b>20<sup>th</sup> resolution:</b> Amendment of Article 17 of the Articles of Association for harmonization purposes with the French law regarding the right of shareholders to be represented at Shareholders' Meetings by any person of their choice	1,502,086,910	99.43	6,459,225	0.43	2,186,742	0.14
<b>Resolutions presented in accordance with Article L. 2323-67 of the French Labour Code and Article L. 225-105 of the French Commercial Code</b>						
<b><u>Quorum and majority required for Ordinary General Meetings</u></b>						
<b>Resolution A (not approved by the Board of Directors):</b> Circulation of a quarterly <i>Newsletter</i> by the employee Directors and the Director representing employee shareholders	248,769,013	16.46	1,257,411,487	83.21	4,871,198	0.32
<b>Resolution B (not approved by the Board of Directors):</b> Components of compensation of executive directors and employees compensation linked to industrial safety indicators	59,280,088	3.92	1,414,913,236	93.64	36,858,374	2.44

RESOLUTIONS	FOR		AGAINST		ABSTENTION	
<p><b><u>Quorum and majority required for Extraordinary General Meetings</u></b></p> <p><b>Resolution C (not approved by the Board of Directors):</b> Expansion of individual share ownership (amendment of Article 20 of the Articles of Association – loyalty dividend)</p> <p><b>Resolution D (not approved by the Board of Directors):</b> Inclusion of employee Director(s) in the Board of Directors’ organization (amendment of Article 12 paragraph 5 of the Articles of Association)</p> <p><b>Resolution E (not approved by the Board of Directors):</b> Distribution of attendance fee (amendment of Article 12 paragraph 7 of the Articles of Association)</p>	55,579,584	3.68	1,452,771,480	96.16	2,381,813	0.16
	42,700,000	2.83	1,465,370,561	97.00	2,662,316	0.18
	120,017,407	7.94	1,388,174,238	91.89	2,541,232	0.17