

Shareholders' meeting

Thierry Desmarest

Paris, May 21, 2010



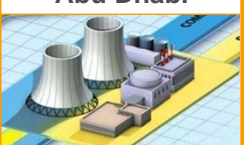




2009 Activities of the Board of Directors

- **Definition of strategic orientation and approval of major investments**
 - Group Strategy and 5-year plan
 - Review business segments outlook

- **Closing accounts, internal control and risk management**

- **Governance**
 - Debate on Board procedures
 - Convocation and preparation of the Shareholders' meeting
 - Executive compensation, granting of stock options and restricted shares

2009 examples	
Nigeria 	▪ Investment: Egina, deep offshore
Algeria 	▪ Authorizing guarantees regarding call for tenders
Abu Dhabi 	▪ Call for tenders for the construction and operation of a nuclear power plant
Finance 	▪ Group insurance and financial policies
Ethics 	▪ Ethics Committee Activities

Corporate Governance based on the directors' complementary skills and experience

> Complementary skills adapted to an international, capital-intensive Group

- From 21 directors in 2000 to 15 in 2010
- Women : 5% of the Board in 2000 ; 13% in 2010
- Non-French : between 20% and 30% since 2000
- A director representing employee shareholders since 2004
- Since 2000, more diverse skill set within the Board thanks to the increasing presence of economists and energy sector experts : 25% in 2010 versus 10% in 2000

Important activity in 2009

- > **8** meetings (6 in 2008)
- > **Board attendance rate : 89%** (89% in 2008)
- > **Board committees attendance rate : 100%** (90% in 2008)

A diversified and highly involved Board

Return to the combination of the Chairman and Chief Executive Officer roles

- Separation of the roles implemented in February 2007 for a transition period
- Board strengthened by the recent appointments of many independent directors
- Specific Board committees composed of independent directors
 - Audit Committee : 100% independents
 - Nominating and Governance Committee : 75% independents
 - Compensation Committee : 100% independents
- AFEP-MEDEF Code Compliance

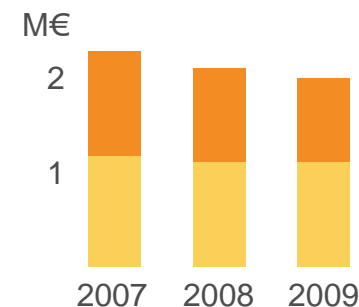
Corporate governance structure adapted to our industry challenges

Compensation of the Chairman and Chief Executive Officer subject to performance conditions

- Variable portion of compensation reviewed and assessed by the Compensation Committee depending on :
 - Return on equity
 - Evolution of the Group's earnings compared to other major oil companies
 - Personal contribution to the Group's success
- Early departure
 - Severance benefits equal to two years' compensation except in the case of gross negligence or willful misconduct
- Challenging performance conditions applied to retirement and severance benefits

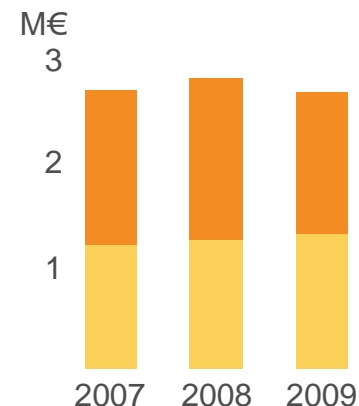
Challenging performance conditions

Chairman of the Board compensation*



Variable portion Fixed portion

Chief Executive Officer compensation**



Variable portion Fixed portion

* Thierry Desmarest was Chairman and Chief Executive Officer until February 13, 2007

** Christophe de Margerie has been Chief Executive Officer since February 14, 2007

Stock options : part of the variable portion of the managers and employees compensation

> Allocation principles

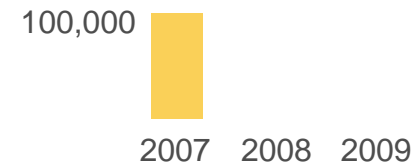
- No allocation to the Chairman
- Wide distribution : more than 2,000 beneficiaries
- Limited dilution

> The Compensation Committee manages the allocation of stock options for the different beneficiaries (Chief Executive Officer, executive officers, managers and employees)

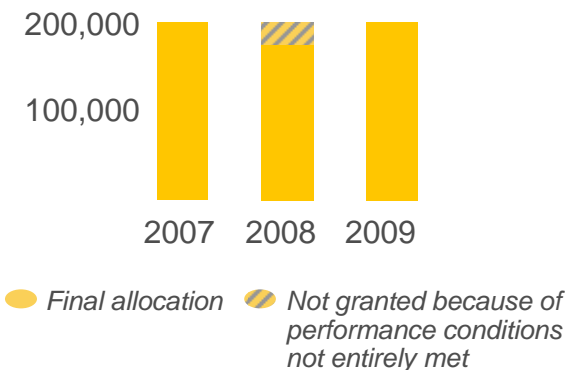
> Performance conditions apply to the Chief Executive Officer and, going forward, to all executive officers and managers

Limit dilution while aligning the interests of management and employees with those of the shareholders

Stock options granted to Thierry Desmarest

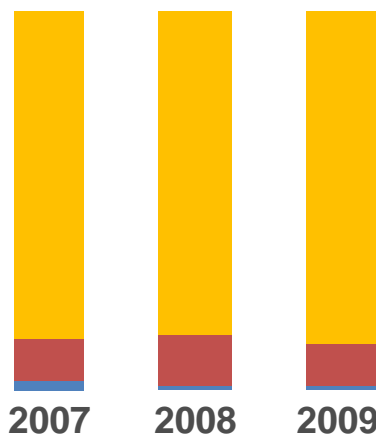


Stock options granted to Christophe de Margerie



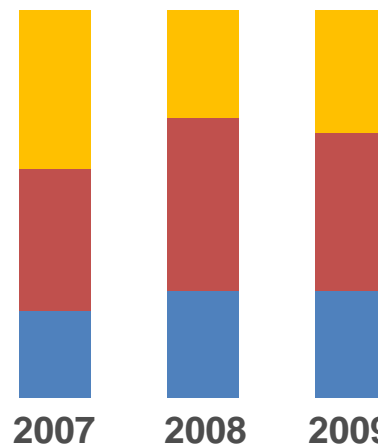
A plan combining restricted shares and stock options to reward individual performance

Allocation of restricted shares by type of beneficiary



Allocation of stock options by type of beneficiary

● Other employees
● Others managers
● Senior managers

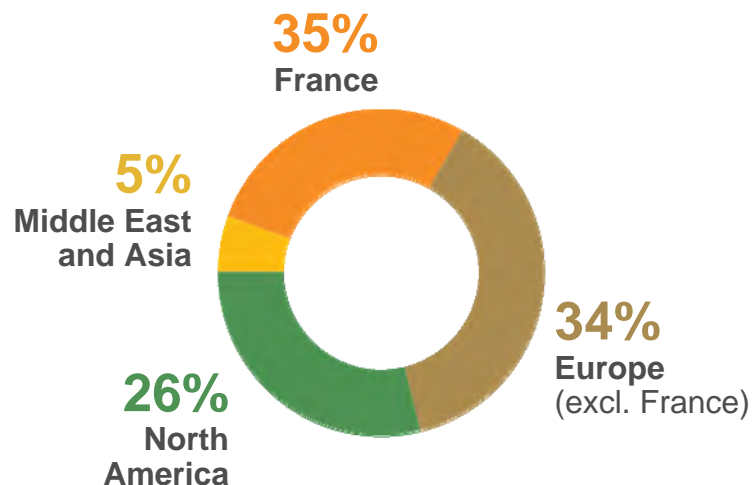


8,614	9,353	10,002	<i>Number of beneficiaries</i>	2,726	2,014	2,052
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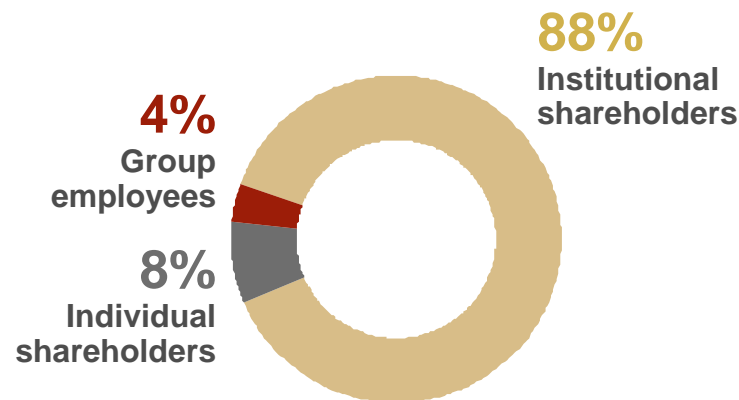
- No restricted shares granted to the Chairman and the Chief Executive Officer
- Performance conditions for the allocation of restricted shares

Encouraging individual and employee shareholding

Shareholding structure by geographic area

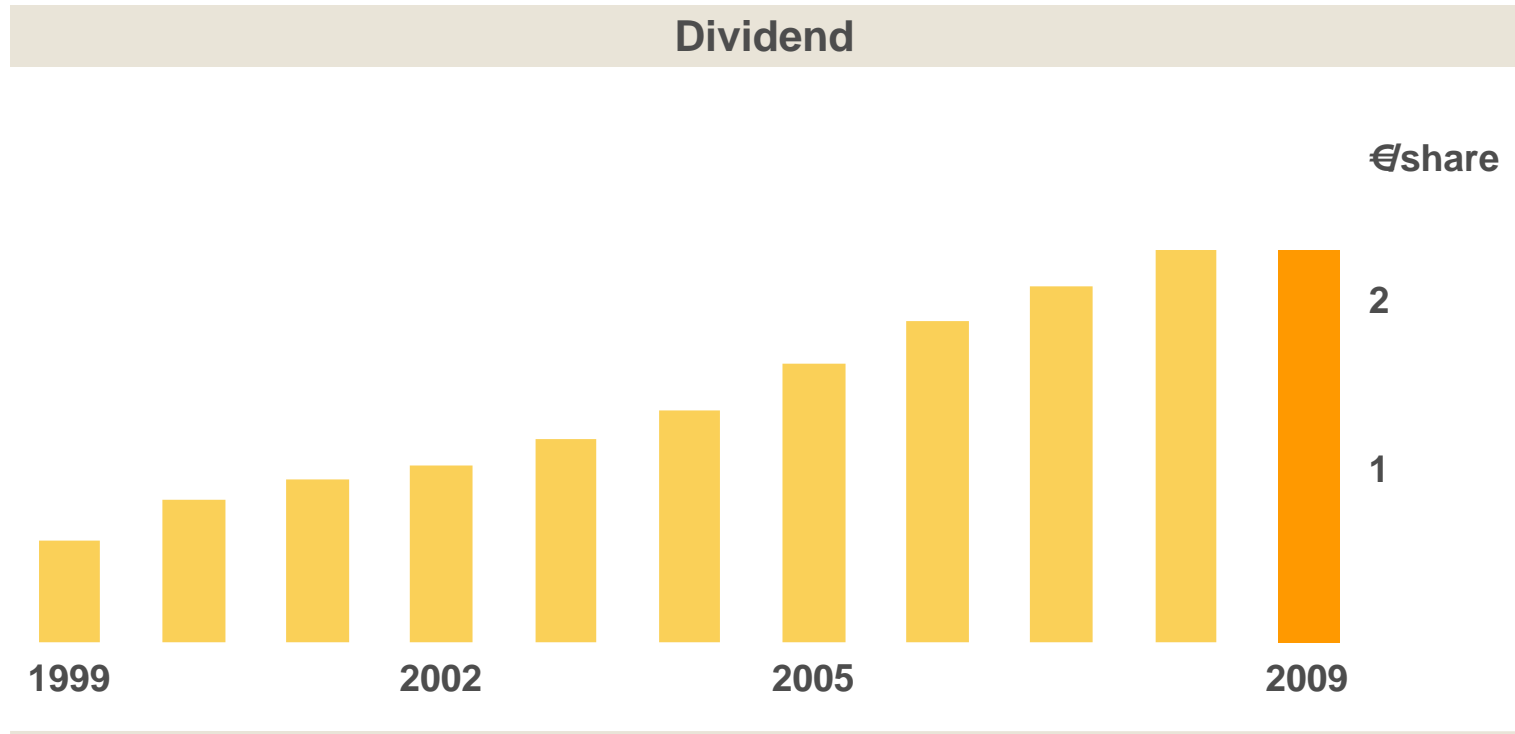


Shareholding structure by shareholder type



- > 540,000 individual shareholders
- > 110,000 employees and former employee shareholders
- > 50,000 new employee shareholders with 25 restricted shares granted to all employees in June 2010

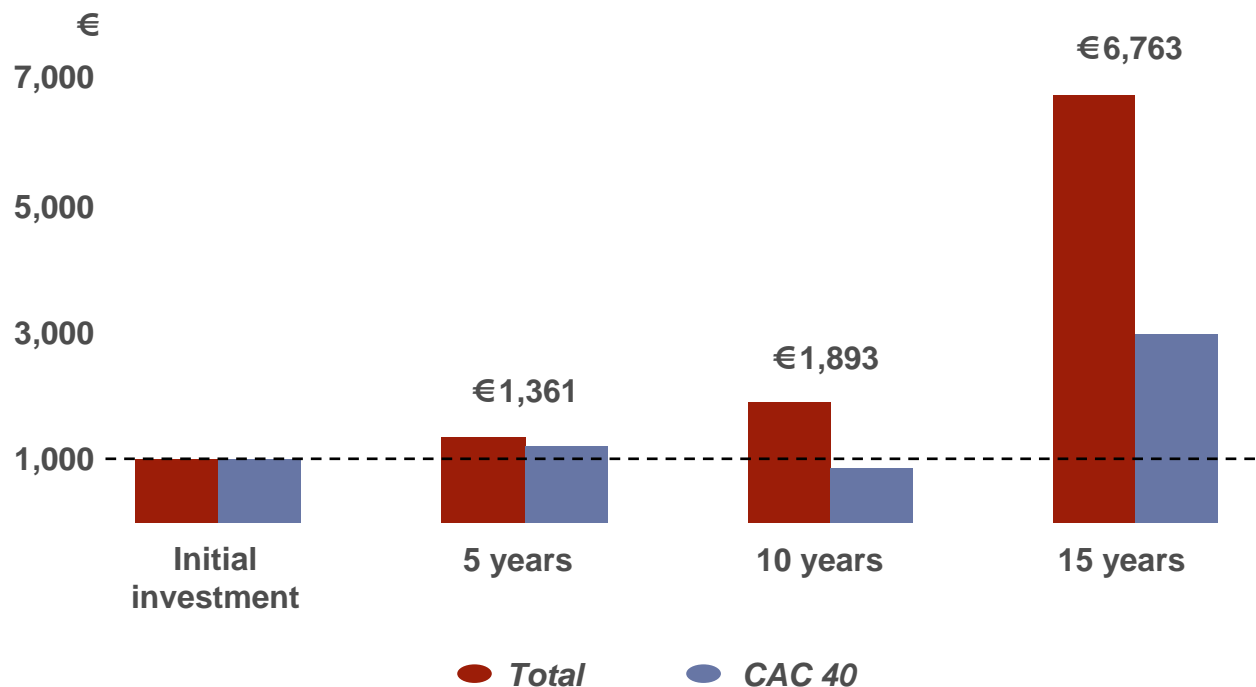
Proposed dividend of €2.28 per share, stable compared to 2008



Dividend increased by 4 times over the past 10 years

Average annual return over the past 10 years: +6.5% for Total vs -1.5% for CAC40 as of March 31st, 2010

Appreciation of a €1,000 portfolio invested in Total shares vs CAC 40



Building shareholder value

Results and outlook

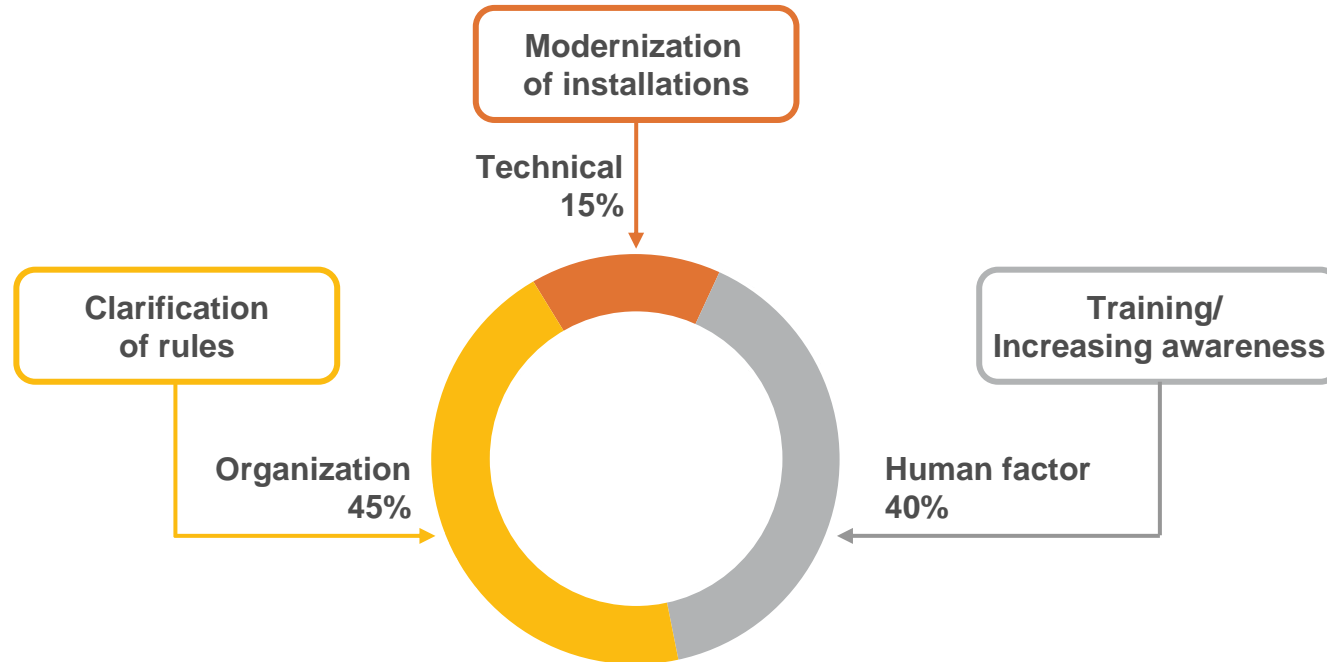
Christophe de Margerie – CEO



Safety : our first priority at Total

General Safety Inspection on 13 industrial sites in France following a series of accidents in 2009

(Main lessons learned, in % of recommendations)

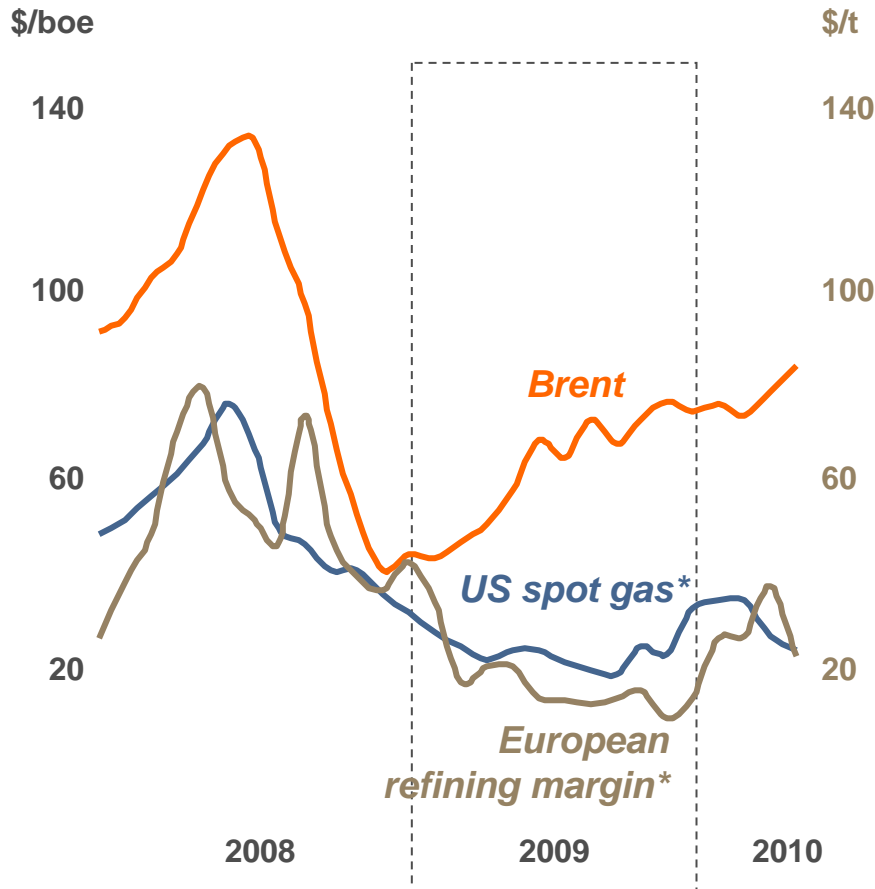


200,000 people including 96,000 Total staff

Number of incidents per man-hour worked reduced by 80%* in ten years but still too many serious accidents

* based on a steady improvement in TRIR (Total Recordable Injury Rate) from 2001 to 2009

Environment 2009 – early 2010



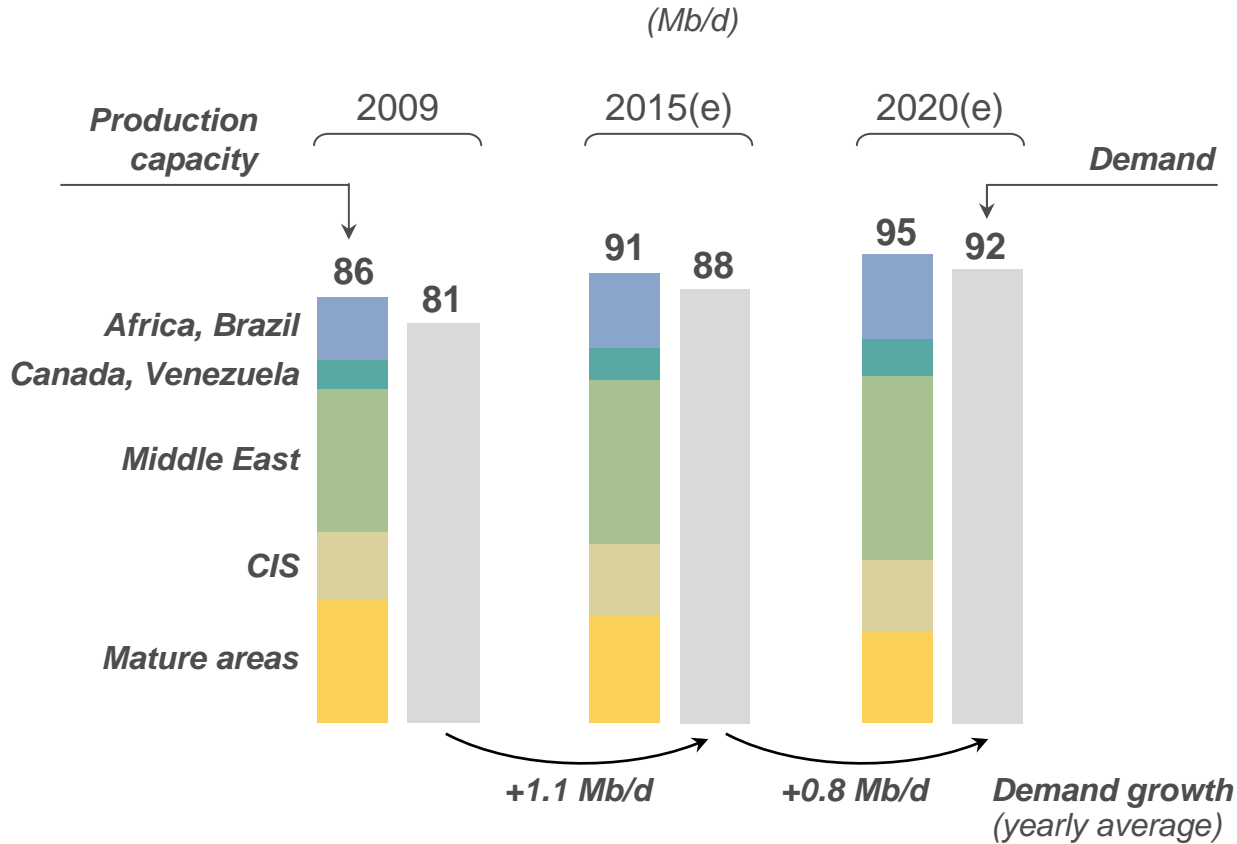
- Excess capacity in oil market, partially absorbed by OPEC reductions
- Collapse of refining margins
- Spot gas price decoupled from crude price

source : public data, through April 30, 2010

* Henry Hub converted to \$/boe based on 6 Mbtu = 1 boe ; ERMI, Total's European Refining Margin Indicator

Progressively reducing spare capacity

Change in global oil production capacity and demand by 2020

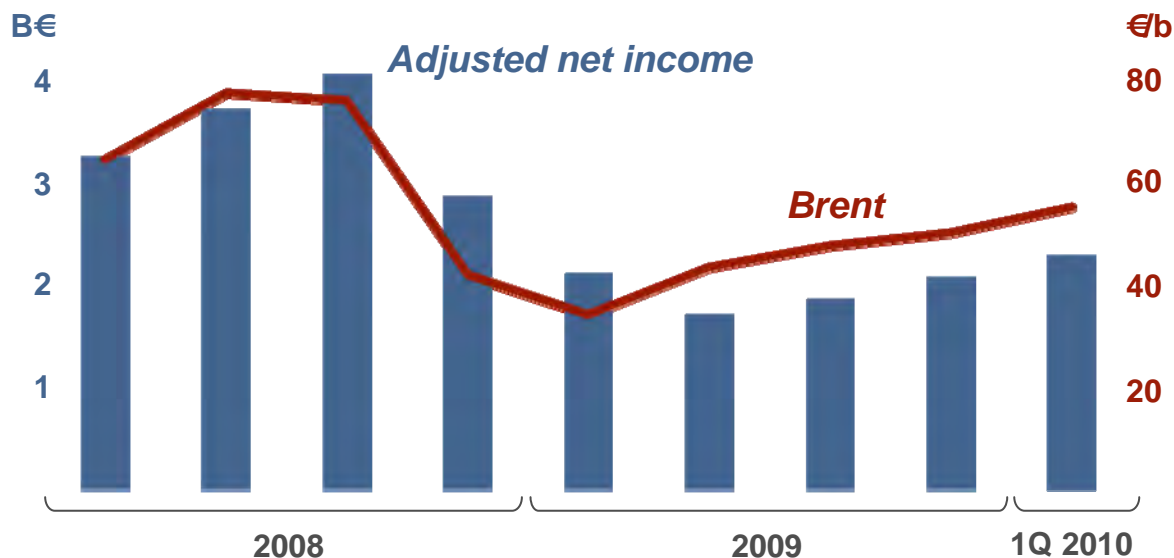


Natural production decline of 6% per year on average
Satisfying anticipated growth in global oil demand
remains a challenge for the industry

Adjusted net income : 7.8 billion euros in 2009 and 2.3 billion euros in first quarter 2010

	2009	2008	%	1Q 2010	1Q 2009	%
Adjusted net income (B€)	7.8	13.9	-44%	2.3	2.1	+9%

Total's Quarterly Results



adjusted income defined as income at replacement cost, excluding special items and Total's equity share of adjustments related to Sanofi-Aventis

Key achievements since beginning 2010

Successful start-ups



- > 2nd train Yemen LNG
- > Ethane cracker - Qatar
- > CCS project in Lacq - France

FIDs of 2 new major projects



- > Surmont Ph.2 - Canada
- > Laggan Tormore - UK

New permits and exploration



- > Oil discoveries - Angola
- > Kazakhstan
- > Shale gas - France
- > Indonesia

Adaptation to market trends



- > Conversion of Dunkirk refinery* - France
- > TotalErg - Italy

Portfolio changes



- > Barnett shale - US
- > Halfaya - Iraq
- > Ahnet - Algeria
- > Asset sales in North Sea and US
- > Sale of Mapa Spontex

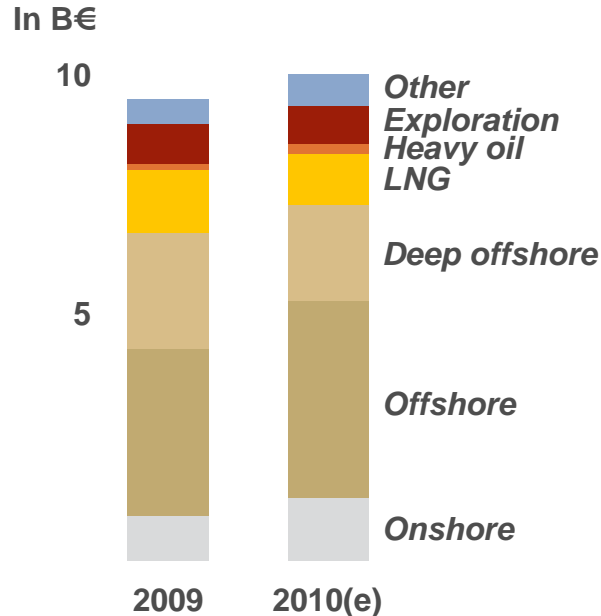
Increased production by 4.5% and invested 3.7 billion euros during 1st quarter 2010

* notification of Central Works Council in progress

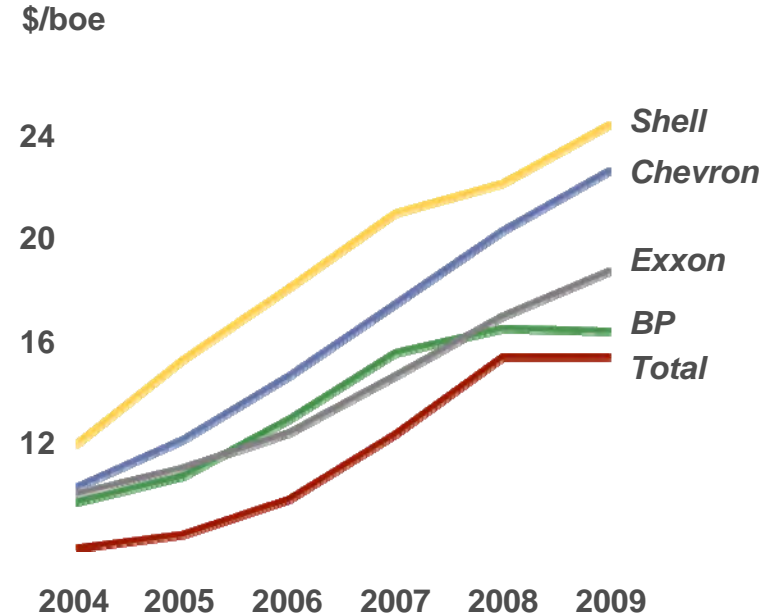
Upstream

Maintaining ambitious Capex program and managing costs

Upstream Capex*



Lowest technical costs**

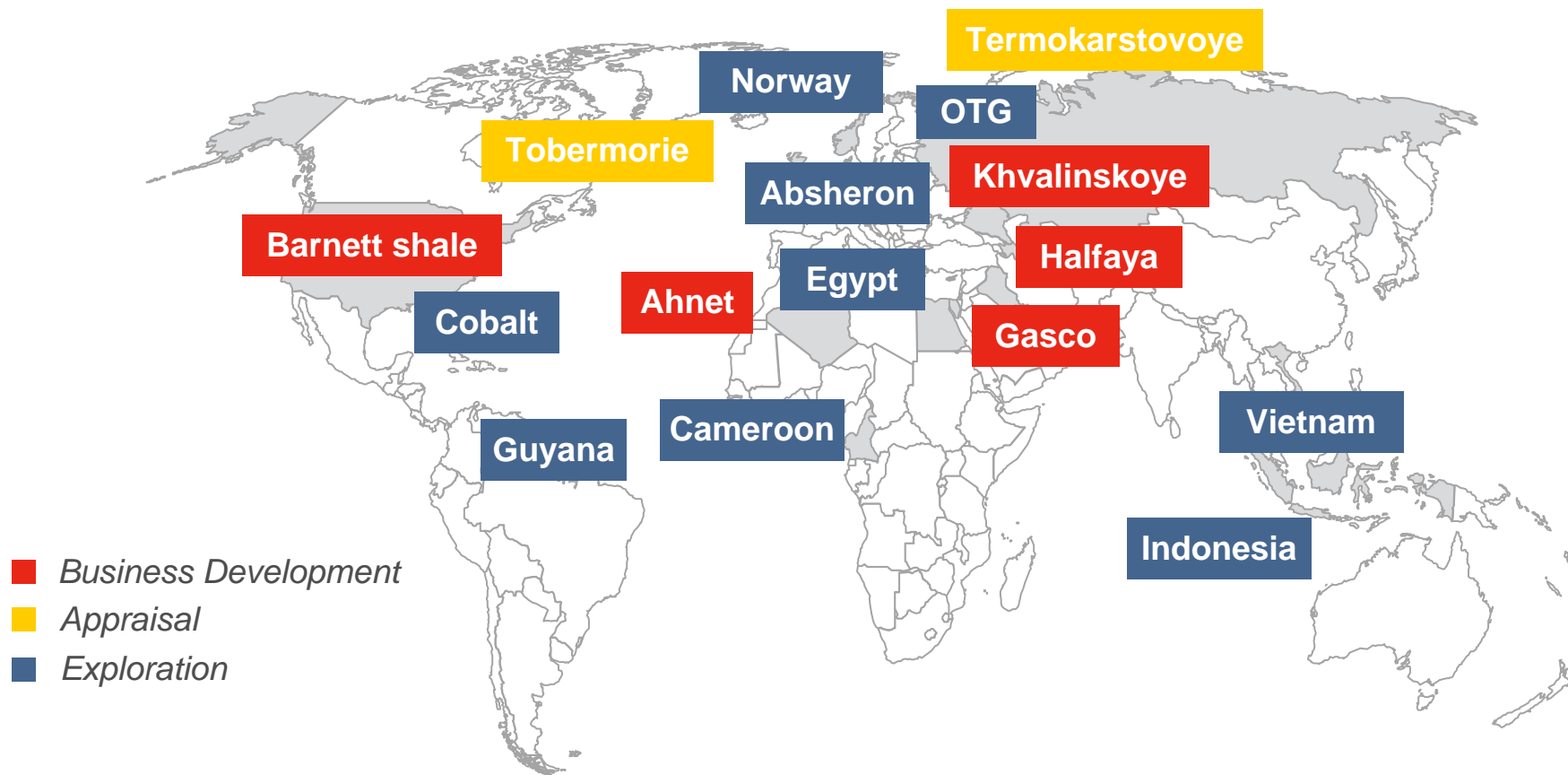


Developing new projects to sustain profitable growth

* for 2009, net investments ; for 2010 budget : 1 € = \$1.40, net investments excluding acquisitions and asset sales

** FAS 69 (Opex, DD&A and Expl), consolidated subsidiaries, estimates for other majors based on public data

Significant expansion of exploration acreage and resource base since beginning 2009



Satisfactory exploration results : 750 Mboe in 2009

Valorising Total's technical expertise through new partnerships

Well positioned in growth areas for the long term

Deep offshore



Heavy oil



Unconventional gas



LNG



Producing (2009)

- > Akpo - Nigeria
- > Tahiti - US

- > JV Barnett Shale - US

- > Qatargas 2 Train 5
- > Yemen LNG (2 trains)

Under development

- > Pazflor - Angola
- > Usan – Nigeria
- > Laggan/Tormore - UK

- > Surmont Ph.2 - Canada

- > Expansion JV Barnett Shale - US

- > Angola LNG

Under study

- > CLOV – Angola
- > Egina – Nigeria
- > Block 32 - Angola

- > Joslyn - Canada
- > Northern Lights - Canada
- > Bemolonga - Madagascar

- > Ahnet - Algeria
- > Sulige - China
- > Montélimar - France
- > Neuquen - Argentina

- > Ichthys - Australia
- > Shtokman - Russia
- > Nigerian projects

Represents approx. 50% of Total's resource base

A global LNG player

Qatar

Qatargas 2 T5 (16.7%)



> Start-up 3Q 2009

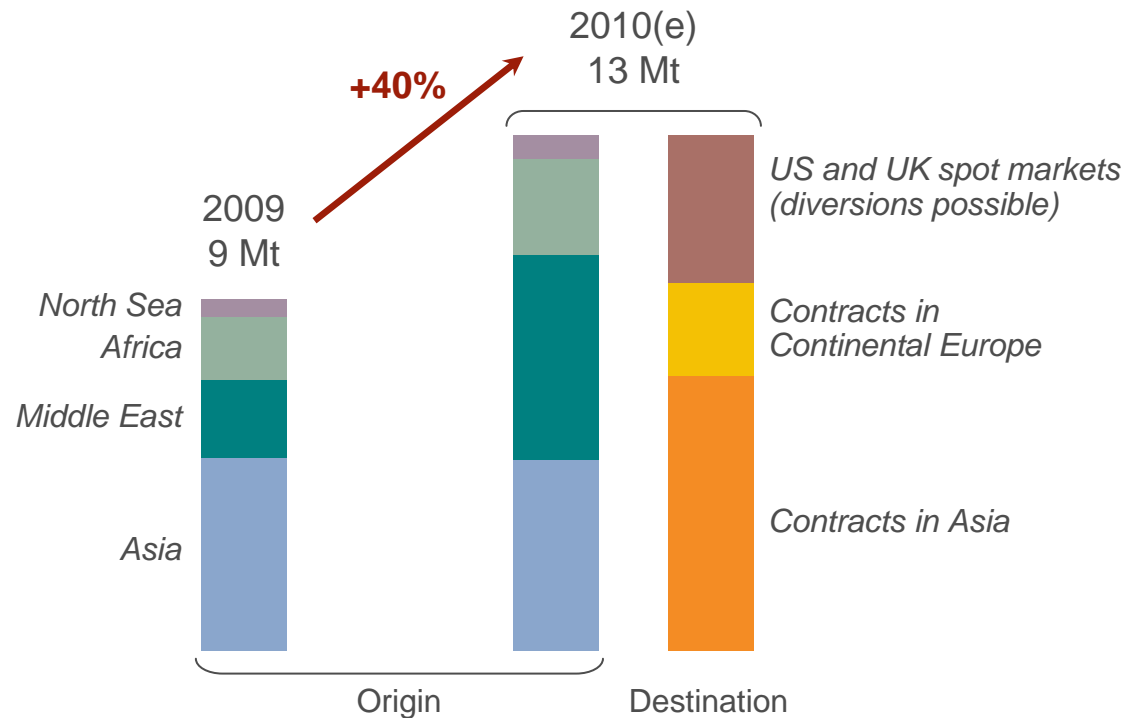
Yemen

Yemen LNG (39.6%)



> Start-up 4Q 2009 and 2Q 2010

LNG sales by origin and destination*



Outlook for strong growth over the medium term for the LNG market
Total continuing to study new projects

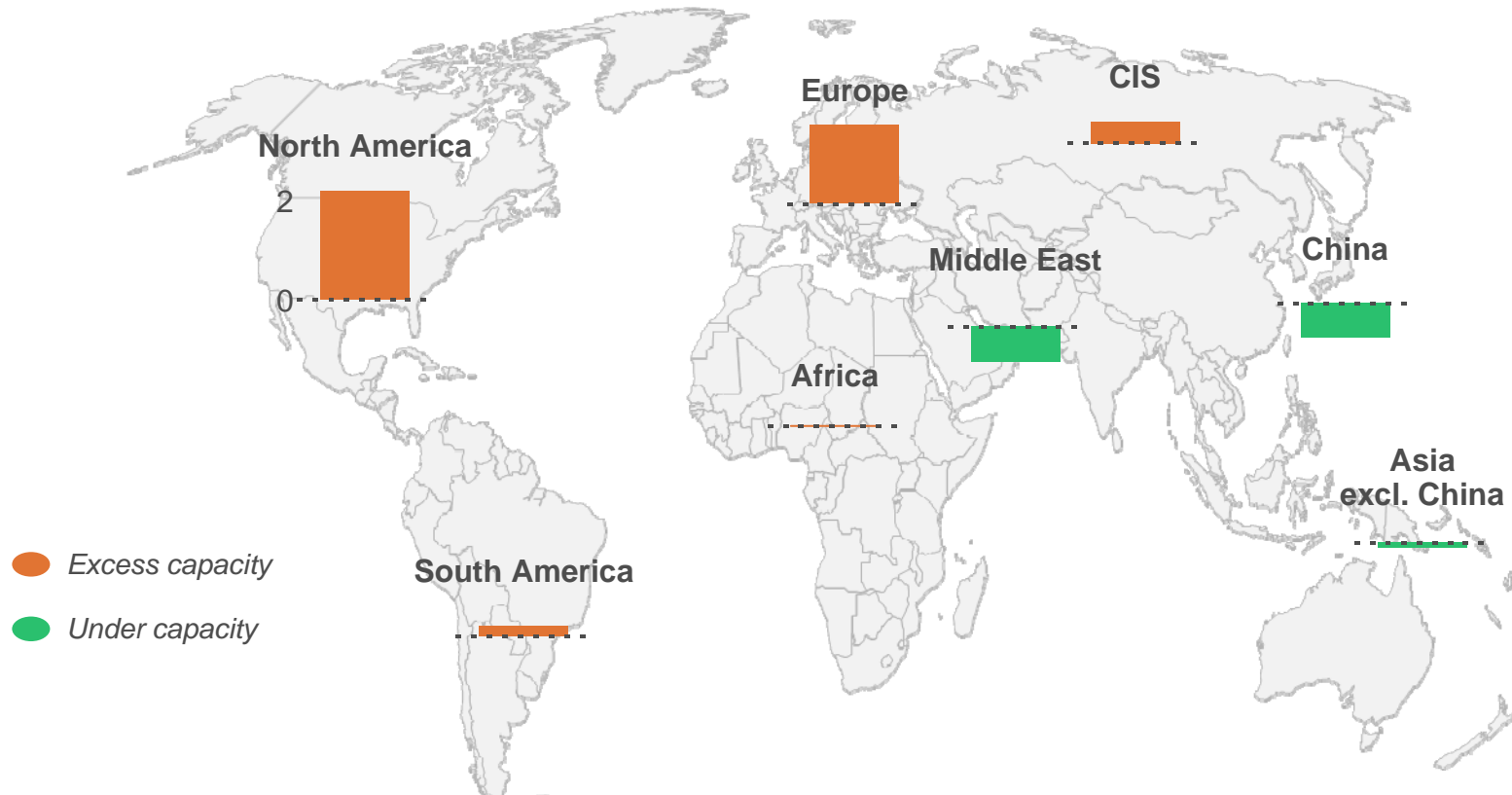
* for Total, Group share of LNG sales by affiliates and participations, including ASC 932 (ex-FAS 69) production equivalent for Bontang sales and excluding trading

Downstream – Chemicals

Refining: necessary adaptation to market trends

Estimated excess refining capacity at end-2015(e) in the absence of closures

(Total estimate in Mb/d)



Capacity reduction in OECD countries necessary to allow for sustainable recovery in refining margins

overcapacity estimated by comparing 2009 refinery utilization rates with average 2003-2007 utilization rates

European Marketing : diversity and quality of Total's product offerings

> Strength of the service-station network

- More than 10,000 stations in Western Europe and leader in France
- Quality of store and service offerings



> Customer service for individual and professional clients

- Product diversity (fuel oil, LPG, lubricants...)
- Network density and proximity
- 3.5 million Total fuel payment cards in Europe



> Provider of innovative and multi-energy solutions

- Improving energy efficiency (Excellium, "eco-driving" program...)
- Pairing energies (solar / fuel oil)



A market also subjected to stricter regulations

Success of Total's strategy based on a long-term relationship with its clients and continuous efficiency optimization

Continuing to strengthen Petrochemicals

> Safety and sustainable development

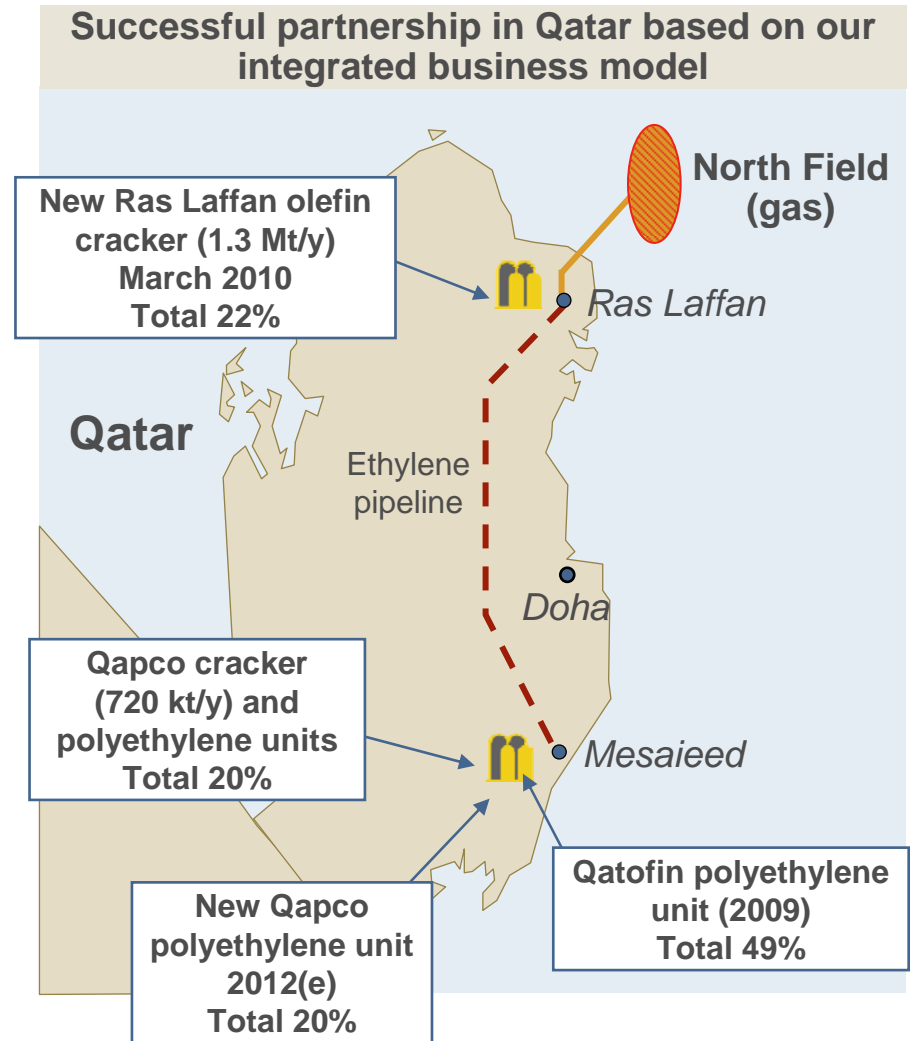
- Action plans for improved safety
- Energy efficiency, bio-plastics

> Competitive in mature areas

- 2006 and 2009 consolidation plans in Gonfreville and Carling (France) including 630 M€ Capex

> Developing in growth areas

- South Korea
- Qatar



Outlook



TOTAL

A long-term partner with host nations and their people

- **Establish sustainable partnerships with host countries**
 - Fair revenue sharing and promotion of transparency
 - Partnerships with national companies
- **Maximize local content**
 - Work with local human resources and contractors
 - Transfer of skills and knowledge
- **Contribute to local development**
 - Programs adapted to local needs (education, health, micro-finance,...)
 - Focus on actions which will not create dependence on the Group

***Increasing acceptability
of our operations***

Akpo



- More than 40% of hours worked in Nigeria

Yemen LNG



- Objective : 90% of employees to be Yemenis

Education



- More than 11,000 scholarships provided in 2009

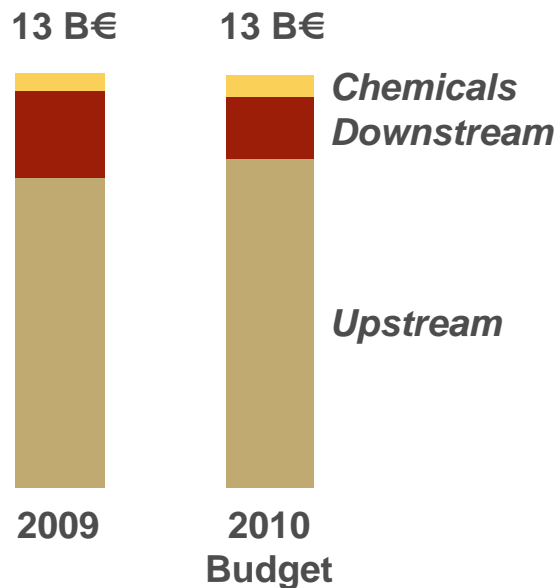
Myanmar



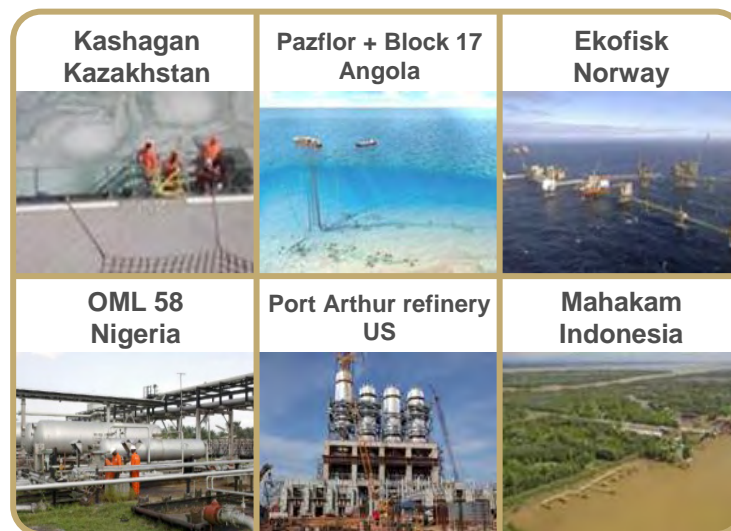
- Micro-finance programs : 1,200 loans outstanding

Significant investment program : 13 billion euros in 2010

Capex by segment*



Main 2010(e) investments



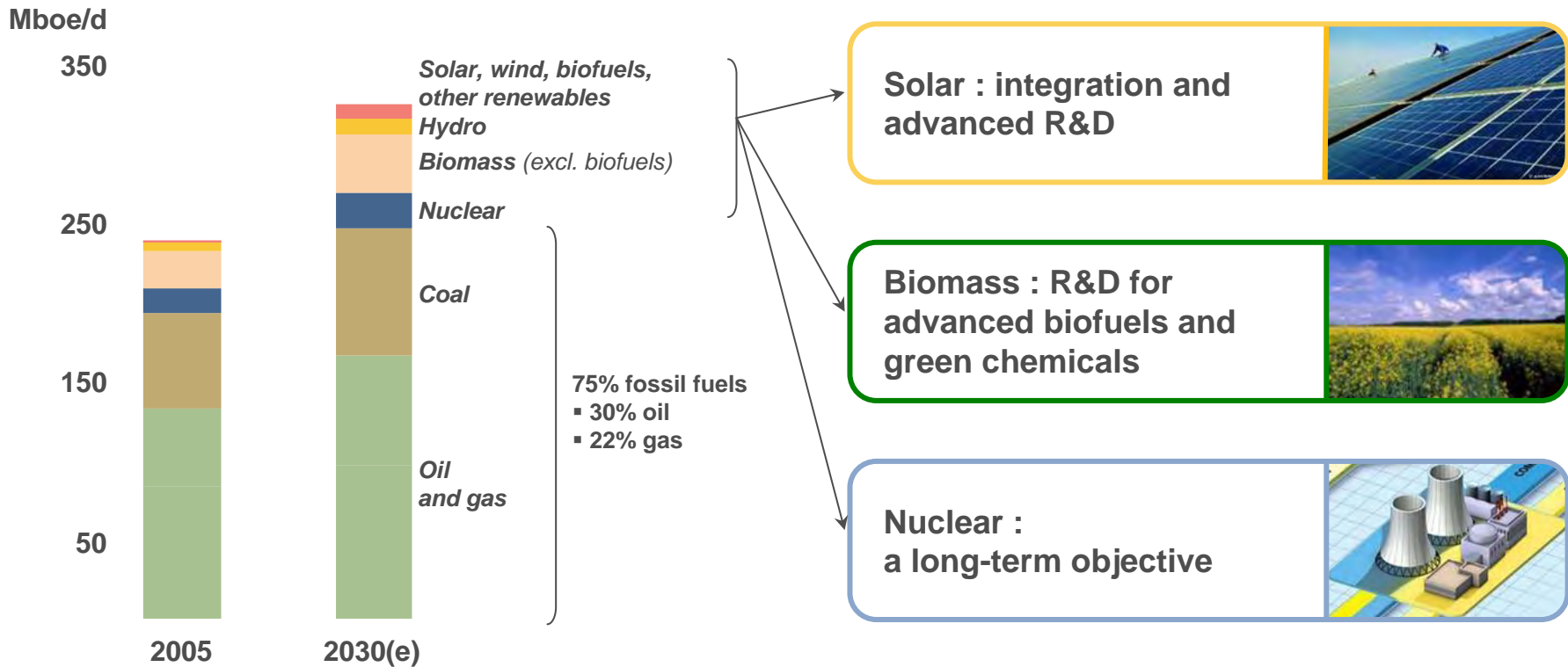
> 80% of Capex dedicated to Upstream

***Combining discipline and expertise
to develop value creating projects
650 M€ spent in R&D in 2009***

* for 2009 : net investments ; for 2010 Budget : 1€ = \$1.40, net investments excluding acquisitions and asset sales

Developing complementary, low-CO₂ emitting energies in response to the challenge of satisfying future demand

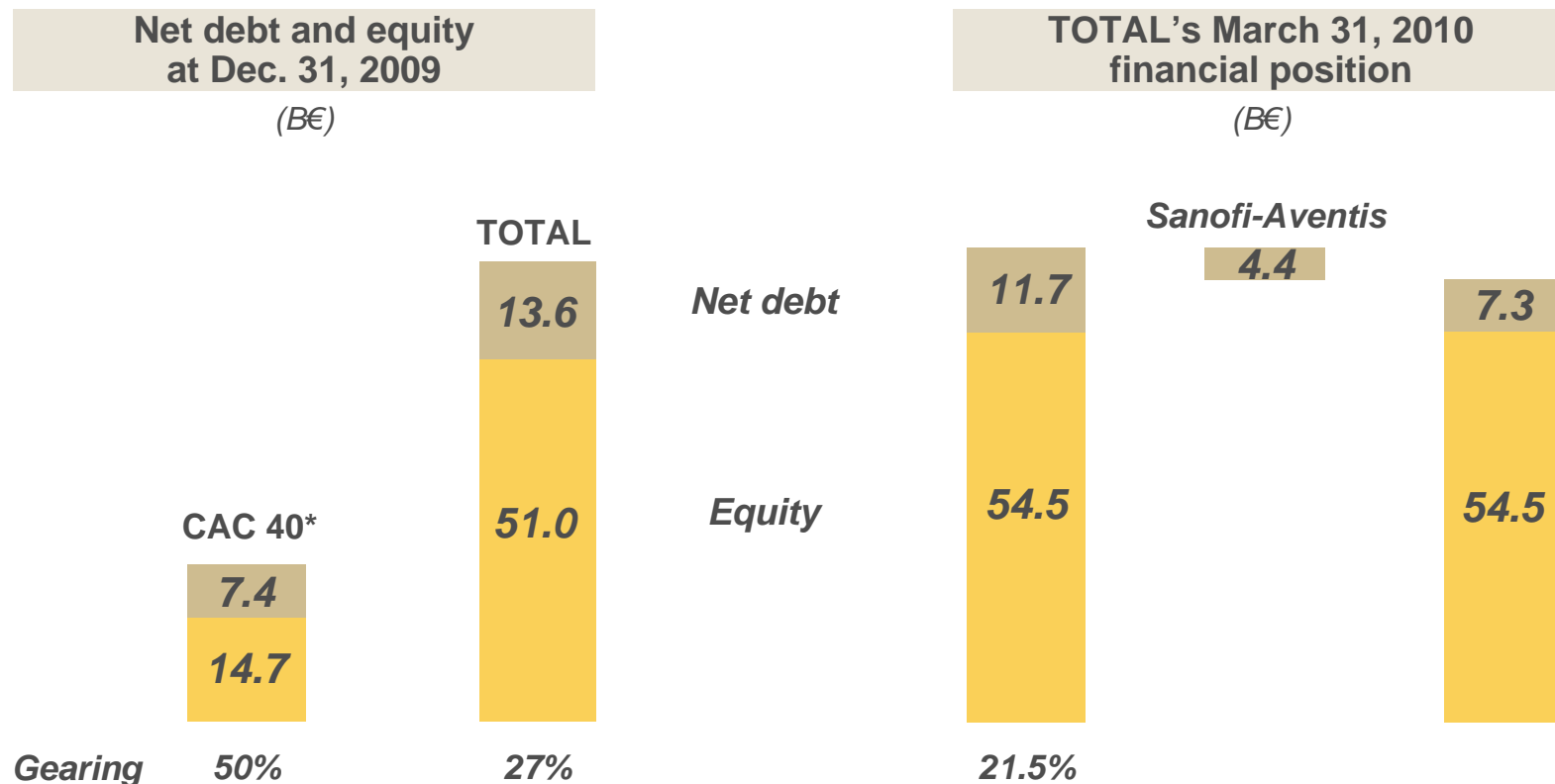
Global energy mix by 2030(e)*



Capitalizing on our industrial assets, R&D and partnerships

* Total estimates

Solid balance sheet offering visibility



Proposed 2009 dividend stable at 2.28 €/share

* average for 34 companies, excluding banks, insurance and Total





**Social and environmental responsibilities
integrated into our strategy**



**Ability to form partnerships and strengthen
a large and diversified portfolio of projects**



Recognized expertise in major project management



**An integrated Group improving the competitiveness
of its Downstream and Chemicals**

Reports of the joint statutory auditors

Reports of the joint statutory auditors

1. Report on the annual financial statements of Total S.A.
2. Report on the consolidated financial statements of Total S.A.
3. Statutory auditors' special report on regulated agreements and commitments
4. Report on capital operations
5. Statutory auditors' report on the report prepared by the Chairman of the Board of Directors of Total S.A.

Annual financial statements of the parent company, Total S.A.

(Resolution 1)

Unqualified opinion on the financial statements, with no matters to report

“In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2009 and of the results of its operations for the year then ended in accordance with French accounting principles.”

(Registration document -English language version-: pages 284 and 285)

Consolidated financial statements of Total

(Resolution 2)

Unqualified opinion on the financial statements

Matter to report

“Application of the new definitions of the hydrocarbon reserves and of the new methods of estimating them, described in the note “Introduction” in the notes to the consolidated financial statements”

Issues reviewed in particular detail:

- The application of the “successful efforts” method for the oil and gas activities;
- Depreciation of long-lived assets;
- Provisions for dismantlement, removal and environmental costs;
- Valuation of retirement obligations;
- Calculation of current and deferred tax.

(Registration document -English language version- : pages 180 and 181)

Regulated agreements and commitments

Commitments concerning retirement conditions for corporate officers

(Resolutions 4 and 5)

- **Persons affected: Mr Desmarest and Mr de Margerie**
- **They will be entitled to the same benefits as the employees of Total S.A. as regards lump-sum retirement payment and the supplementary pension plan.**
 - The lump-sum retirement payment is subject to performance conditions.
 - The supplementary pension plan is applicable to the Chairman and the Chief Executive Officer and employees of the Group whose annual compensation is greater than the annual social security threshold multiplied by eight.

Based on the compensation received in 2009, these commitments correspond to an annual pension amounting to:

- 26.29% for Mr Desmarest ;
- 18.72% for Mr de Margerie.

(Registration document -English language version- : pages 282 and 283)

Regulated agreements and commitments

Agreement in case of termination of the Chief Executive Officer's employment or in case his term of office is not renewed

(Resolutions 4 and 5)

- **Person affected: Mr de Margerie**
- **If the Chief Executive Officer's employment is terminated or if his term of office is not renewed, he is eligible for severance benefits equal to two times his annual pay.**
- **The severance benefits that may be paid upon a change of control or a change of strategy are subject to performance conditions.**

(Registration document -English language version- : pages 282 and 283)

Capital operations

(Resolutions 17 to 21)

> Nature of the operations concerned.

- Issue of ordinary shares and of various securities with or without cancellation of preferential subscription rights (*resolutions 17, 18 and 19*).
- Issue of shares reserved for members of the Group's savings plan (*resolution 20*).
- Allocation of stock options or share purchase plans for employees and management of the Group (*resolution 21*).

(Resolutions 18 and 20)

No matters to report on the methods proposed and the information given in the reports

> We shall develop additional reports if necessary when your Board of Directors has made use of these authorizations.

Disclaimer

This document may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business, strategy and plans of Total. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risk factors, including currency fluctuations, the price of petroleum products, the ability to realize cost reductions and operating efficiencies without unduly disrupting business operations, environmental regulatory considerations and general economic and business conditions. Total does not assume any obligation to update publicly any forward-looking statement, whether as a result of new information, future events or otherwise. Further information on factors which could affect the company's financial results is provided in documents filed by the Group with the French Autorité des Marchés Financiers and the US Securities and Exchange Commission.

Business segment information is presented in accordance with the Group internal reporting system used by the Chief operating decision maker to measure performance and allocate resources internally. Due to their particular nature or significance, certain transactions qualified as "special items" are excluded from the business segment figures. In general, special items relate to transactions that are significant, infrequent or unusual. However, in certain instances, certain transactions such as restructuring costs or assets disposals, which are not considered to be representative of normal course of business, may be qualified as special items although they may have occurred within prior years or are likely to recur within following years.

The adjusted results of the Downstream and Chemical segments are also presented according to the replacement cost method. This method is used to assess the segments' performance and ensure the comparability of the segments' results with those of the Group's main competitors, notably from North America.

In the replacement cost method, which approximates the LIFO (Last-In, First-Out) method, the variation of inventory values in the income statement is determined by the average price of the period rather than the historical value. The inventory valuation effect is the difference between the results according to FIFO (First-In, First-Out) and replacement cost.

In this framework, performance measures such as adjusted operating income, adjusted net operating income and adjusted net income are defined as incomes using replacement cost, adjusted for special items and excluding Total's equity share of the adjustments related to Sanofi-Aventis. They are meant to facilitate the analysis of the financial performance and the comparison of income between periods.

Dollar amounts presented herein represent euro amounts converted at the average euro-dollar exchange rate for the applicable period and are not the result of financial statements prepared in dollars.

Cautionary Note to U.S. Investors - The United States Securities and Exchange Commission permits oil and gas companies, in their filings with the SEC, to separately disclose proved, probable and possible reserves that a company has determined in accordance with the SEC rules. We may use certain terms in this presentation, such as "reserve potential" and "resources", that the SEC's guidelines strictly prohibit us from including in filings with the SEC. U.S. Investors are urged to consider closely the disclosure in our Form 20-F, File N° 1-10888, available from us at 2, place Jean Millier - La Défense 6 – 92078 Paris – La Défense Cedex, France or at our website : www.total.com. You can also obtain this form from the SEC by calling 1-800-SEC-0330 or on the SEC's website : www.sec.gov.