NOTICE OF MEETING
Combined General Meeting 2010

on Friday, May 21, 2010 at 10:00 a.m.
to be held at the Palais des Congrès
2 place de la Porte Maillot - 75017 Paris
Documents covered by Article R. 225-81 of the French Commercial Code
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« Thank you for your confidence and your loyalty. »
Message from the Chairman and the Chief Executive Officer

Dear Shareholders,

The Shareholders’ Meeting is an important dialogue between Total and its shareholders. It is your opportunity to be heard on the subjects related to the Company. It is also your opportunity, through your votes on the resolutions proposed, to be a part of the important decision making process of your Group.

This event is particularly important to us, and we are counting on your participation at the Shareholders’ Meeting to be held on May 21, 2010 in Paris. If you are unable to attend, you may vote by mail using the attached form or you may give your proxy to the Chairman, your spouse or another shareholder of your choice.

In reaffirming the priority of safety and the environment and by building on its investment discipline, its high-quality portfolio and its recognized expertise, Total is confident in its ability to pursue its strategy of profitable and responsible growth to create value for all of its stakeholders.

The dividend proposed at the Shareholders’ Meeting is equal to 2.28 euros per share, including the 2009 interim dividend of 1.14 euro per share paid on November 18, 2009, at the same level as previous year.

The agenda for our Shareholders’ Meeting and information on the resolutions submitted for your approval are included in the pages that follow.

Thank you for your confidence and your loyalty. We are looking forward to our meeting on May 21.

Thierry Desmarest
Chairman of the Board

Christophe de Margerie
Chief Executive Officer
The shareholders of TOTAL S.A. are informed that a Combined General Meeting is to be convened

at 10:00 a.m. on Friday May 21, 2010

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

The registration desk opens at 8:30 a.m.

In conformity with Article R. 225-73 of the French Commercial Code, the preliminary Notice of this Meeting has been published in the “Bulletin des Annonces Légales Obligatoires” (BALO) on February 26, 2010.

How to obtain information

You may obtain the documents provided for in Article R. 225-83 of the French Commercial Code, by writing to:

➤ BNP Paribas Securities Services, G.C.T. Meetings Department – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, France

➤ or to the Company’s head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place Jean Millier 92078 Paris La Défense cedex, France.

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

The Registration Document 2009 is available on the Internet Site of the Group: www.total.com

For more information, contact the:

➤ Shareholder Relations Department
phone: +33 (0)1 47 44 24 02
e-mail: actionnairesindividuels@total.com

➤ Investor 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, it will be broadcast live at:
There will also be a replay of the event highlights.

Guest services will be made available to facilitate your access to the sign-in area and meeting room.

For the hearing impaired, sign language service in French will be available at the entrance (entry for shareholders without admission cards - level 1, Paris side) and in the meeting room.
1 How to take part in the General Meeting?

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

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.

Your shares must be registered in a bearer share account maintained by your financial intermediary no later than 12:00 a.m. (Paris time), on the record date three business days prior to the General Meeting, on May 18, 2010. A certificate of participation (“attestation de participation”) issued by your financial intermediary as proof of this registration must be submitted to the following address:

BNP Paribas Securities Services,
G.C.T. Meetings Department,
Les Grands Moulins de Pantin,
9 rue du Débarcadère – 93761 Pantin cedex, France

Your shares are registered

You must have your shares registered in your name in the registered account maintained by the Agent of the Company, no later than 12:00 a.m. (Paris time), on the record date three business days prior to the General Meeting, on May 18, 2010.

NOTE

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 Association). 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 Association).

2 You must use the postal voting form or the Proxy form if you are unable to attend the Meeting

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 a holder of bearer shares, your postal voting form or proxy form will only be accepted subject to joint receipt of this form with the certificate of participation.

Any shareholder who has cast a postal vote, given a proxy to another person, or requested an admission card will not have the right to participate in the Meeting in any other way.

If you have not received your Notice of Meeting documentation, a postal voting form or a proxy form may be requested:

by mail addressed to BNP Paribas Securities Services, G.C.T. Meetings Department – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin cedex, France,

by fax at n°+ 33 (0)1 55 77 95 01

by mail at the Company’s head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place Jean Millier 92078 Paris La Défense cedex, France.
How to take part in the General Meeting?

1. If you hold bearer shares
   - You must request an admission card.
   - Your request for an admission card must be received by your financial intermediary no later than May 18, 2010.
   - Failing this, you may attend on the day of the General Meeting bearing a certificate of participation (“attestation de participation”) issued by your financial intermediary.
   - This certificate of participation will only take into account the shares registered by 12:00 a.m. (Paris time) on the record date three business days prior to the General Meeting, on May 18, 2010.

2. If you do not wish to attend the Meeting:
   - You may vote by mail, give your proxy to the Chairman, or be represented by another shareholder or your spouse.

3. If your shares are registered
   - You must request an admission card.
   - Return your dated and signed form to the following address:
     BNP Paribas Securities Services,
     G.C.T. Meetings Department – Les Grands Moulins de Pantin
     9 rue du Débarcadère – 93761 Pantin cedex, France
   - Using the prepaid envelope attached.
   - An admission card in your name will be returned to you.

How to exercise your voting right?

1. You wish to attend the Meeting:
   - Tick box A – Date and sign box E

2. If you do not wish to attend the Meeting:
   - Tick box B
   - You may:
     - Vote by mail
     - Give your proxy to the Chairman
     - Be represented by another shareholder or your spouse

3. Your shares are registered
   - You must request an admission card.
   - Return your dated and signed form to the following address:
     BNP Paribas Securities Services,
     G.C.T. Meetings Department – Les Grands Moulins de Pantin
     9 rue du Débarcadère – 93761 Pantin cedex, France
   - Using the prepaid envelope attached.

In all three cases, you must use the postal voting or proxy form and return the duly completed and signed form (box E) to your financial intermediary. Your financial intermediary will address it, with the certificate of participation (“attestation de participation”), to BNP Paribas Securities Services.

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

Whichever option you choose, only the shares held in the registered or recorded shares account at 12:00 a.m. (Paris time) on the record date three business days prior to the General Meeting, May 18, 2010 at 12:00 a.m. (Paris time) will be taken in account. If the shares are sold or transferred prior to this record date, the certificate of participation will be cancelled for the number of shares sold and votes granted to the Company for such shares will, as a result, also be cancelled. If shares are sold or transferred after this record date, the certificate of participation will remain valid and votes cast or proxies granted by the seller will be taken into account.
How to complete the postal voting form or proxy form?

**A**

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**

I vote OUI à tous les projets de résolutions présents ou applaudis par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirceur comme ci-dessous.

Pour les projets de résolutions non présents ou non applaudis par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant la case correspondante et pour lesquels je vote NON ou abstiens.

La casse correspondante à mon choix.

Si des amendements ou des résolutions nouvelles étaient présentées en assemblée, je vote NON.

Le vote correspondant à mon choix.

**B**

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**

J'HÉRÉSIE GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING

Date and sign the bottom of the form without completing it.

**C**

**ATTENTION :** Si l'objet de l'enveloppe portant les présentes instructions ne serait valable que si elle sont directement enregistrées par votre teneur de comptes.

**D**

**JE DONNE POUVOIR A :**

I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2))

Mr, Mrs or Miss

Name / Nom

Address / Adresse

**E**

**Signature**

**F**

**Note :** Printed, Address of shareholder (non informations figurent ci-dessus, les actions et les résolutions (délivrent)

- Surnom, first name, address of the shareholder if this information is already supplied, please verify and correct if necessary.

**TOTAL - COMBINED GENERAL MEETING 2010**
Resolutions for the Ordinary General Meeting

- Approval of parent Company financial statements dated December 31, 2009.
- Approval of consolidated financial statements dated December 31, 2009.
- Allocation of earnings, declaration of dividend.
- Commitments under Article L.225-42-1 of the French Commercial Code, concerning Mr. Christophe de Margerie.
- Authorization for the Board of Directors to trade in shares of the Company.
- Renewal of the appointment of Mr. Thierry Desmarest as a Director.
- Renewal of the appointment of Mr. Thierry de Rudder as a Director.
- Appointment of Mr. Gunnar Brock as a Director.
- Appointment of a Director representing employee shareholders (candidate: Mr. Claude Clément)*.
- Appointment of a Director representing employee shareholders (candidate: Mr. Philippe Marchandise)*.
- Appointment of a Director representing employee shareholders (candidate: Mr. Mohammed Zaki)*.
- Renewal of the appointment of ernst and Young Audit as statutory Auditors.
- Renewal of the appointment of KPMG Audit (a division of KPMG S.A.) as statutory Auditors.
- Appointment of Auditex as alternate Auditors.
- Appointment of KPMG Audit IS as alternate Auditors.

Resolutions for the Extraordinary General Meeting

- Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, while maintaining shareholders’ preferential subscription rights, or by capitalizing premiums, reserves, surpluses or other line items.
- Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, without preferential subscription rights.
- Delegation of authority 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.
- Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided for in Articles L. 3332-18 and following of the French Labor Code.
- Authorization for the Board of Directors to grant subscription or purchase options for the Company’s shares to certain employees of the Group as well as to the management of the Company and of other Group companies.

The Company has also received from the UES Upstream Total Group Worker’s Council – 2 place Jean Millier – La Défense 6 – 92078 Paris – La Défense cedex – France, a proposed resolution:

- to amend Article 9 of the Company’s Articles of Association to include a provision concerning the publication of the internal charters of the employee shareholding funds.

(*) in application of Article 11 of the Company’s Articles of Association, only one candidate representing employee shareholders is to be appointed as Director. The candidate receiving the highest number of votes, and having at least a majority of the votes cast will be appointed to serve in this capacity.
Approval of the annual financial statements and allocation of earnings

The first resolution approves the financial statements for the 2009 fiscal year.

The second resolution approves the consolidated financial statements for the 2009 fiscal year.

The third resolution determines the distribution of earnings.

It is proposed to declare a dividend of 2.28 euros per share for the 2009 fiscal year. An interim dividend of 1.14 euro per share was paid on November 18, 2009, with the share trading ex-dividend on Euronext Paris from November 13, 2009. The balance of 1.14 euro per share would be paid in cash on June 1st, 2010 with the share trading ex-dividend on Euronext Paris from May 27, 2010.

Pursuant to the provisions of Article 243 bis of the French General Tax Code, such dividends are eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France. Moreover, pursuant to the provisions of Article 117 quator of the French General Tax Code, individual taxpayers whose tax residence is in France and who receive dividends that are eligible for the 40% deduction, can now elect for a flat tax withholding payment at a tax rate of 18% (before social contributions), discharging the payment of corresponding income tax.

Share buybacks

The Company did not buy back shares in 2009.

During the year 2009, 24,800,000 shares bought back in 2008 under the authorizations granted by the Shareholders’ Meetings of May 11, 2007, and May 16, 2008, were cancelled by decision of the Board of Directors on July 30, 2009.

Since the authorization granted by the Shareholders’ Meeting of May 16, 2008 expires on November 15, 2010, the sixth resolution authorizes the Board of Directors to trade in the Company’s shares, with a maximum authorized purchase price of 70 euros per share. These purchases are to be carried out pursuant to the provisions of Article L. 225-209 of the French Commercial Code.

These transactions may be carried out at any time except during a public offering for the Company’s shares, in accordance with the rules and regulations in force.

The maximum number of Company shares that may be repurchased under this authorization may not exceed 10% of the total number of outstanding shares, pursuant to the provisions of Article L. 225-209 of the French Commercial Code. This 10% limit 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 subsidiaries, more than 10% of its share capital.

As of December 31, 2009, the Company held, directly or indirectly, 115,407,190 of the 2,348,422,884 outstanding shares constituting its share capital. As a result, the maximum number of shares that the Company could repurchase is 119,435,098 shares, and the maximum amount that the Company could spend to acquire these shares is 8,360,456,860 euros.

This authorization to repurchase Company shares would be granted for a period of 18 months.

Approval of the auditors’ special report

The fourth resolution approves the conclusions of the auditors in their special report under Article L. 225-38 of the French Commercial Code, which concerns agreements in place between TOTAL S.A. and companies with which it has one or more director(s) in common.

Approval of commitments under Article L.225-42-1 of the French Commercial Code

Pursuant to the provisions of Article L. 225-42-1 of the French Commercial Code and upon the presentation of the special report of the auditors, the fifth resolution approves the commitments related to compensation, severance benefits and other benefits to be paid during or after the term of office of Mr. Christophe de Margerie as Chief Executive Officer and as Chairman and Chief Executive Officer if Mr. de Margerie is elected as Chairman and Chief Executive Officer and if the previous commitments subject to performance conditions and relative to retirement benefits are not modified. Information concerning these commitments is provided in more detail on page 14.
Board of Directors

In the seventh and eighth resolutions, we propose that you renew the appointments of Messrs. Thierry Desmarest and Thierry de Rudder as members of the Board of Directors, each for an additional three-year term.

We also propose, in the ninth resolution, that you appoint Mr. Gunnar Brock as a member of the Board of Directors of the Company for a three-year term, expiring at the conclusion of the shareholders’ meeting called to approve the financial statements for the 2012 fiscal year.

We also inform you that Mr. Serge Tchuruk has not solicited the renewal of his appointment as a member of the Board of Directors, which expires at the present General Meeting.

In addition, in the tenth to the twelfth resolutions, we propose that you appoint a Director representing employee shareholders. It was noted that as of December 31, 2009 the employees of the Total Group, under the meaning given to that term by Article L 225-102 of the French Commercial Code, held 3.95% of the Company’s share capital. Consequently, in application of Article 11 of the Company’s Articles of Association, it is proposed to appoint again a Director representing employee shareholders, the term of the Director representing employee shareholders appointed by the Shareholder’s Meeting of May 11, 2007, having expired on December 31, 2009, following the prior Director’s retirement.

It is proposed to appoint the Director representing employee shareholders from among the following employee shareholders:

- Mr. Claude Clément, member of the Supervisory Board of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund, selected as a candidate for the Director representing employee shareholders by the Supervisory Board of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund (71,010,179 shares held at December 31, 2009) (tenth resolution);
- Mr. Philippe Marchandise, Chairman of the Supervisory Board of the “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” collective investment fund, selected as a candidate for the Director representing employee shareholders by the Supervisory Board of the “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” collective investment fund (16,267,110 shares held at December 31, 2009) (eleventh resolution);
- Mr. Mohammed Zaki, selected as a candidate for the Director representing employee shareholders by employee shareholders who hold voting rights on an individual basis through employee savings plan (4,253,011 shares held at December 31, 2009) (twelfth resolution).

In application of Article 11 of the Company’s Articles of Association, the candidate from the list above who receives the highest number of votes from the shareholders present or represented by proxy at the Shareholders’ Meeting will become the Director representing employee shareholders, subject to the resolution concerning his nomination also having received a majority of affirmative votes.

In application of Article 11 of the Company’s Articles of Association, considering the candidates, the Board of Directors recommends that Mr. Claude Clément be appointed as Director representing employee shareholders. Accordingly, the Board of Directors has recommended the tenth resolution and has not recommended the eleventh and the twelfth resolutions.

Mr. Gunnar Brock

Born on April 12, 1950, Mr. Gunnar Brock, a Swedish national, has a MBA of Economics and Business Administration of Stockholm School of Economics. He worked at TETRA PACK in different functions, including Chief Executive Officer. After being Chief Executive Officer of THULE from 2001 to 2002 he was, from 2002 to 2009, President and Chief Executive Officer at ATLAS COPCO, a Swedish company present in more than 160 countries and recognized global leader of industrial productivity solutions. Mr. Brock will bring to the Board his experience of international business and reinforce the international representation on the Board.

We also inform you that Mr. Serge Tchuruk has not solicited the renewal of his appointment as a member of the Board of Directors, which expires at the present General Meeting.

More information about Messrs. Clément, Marchandise and Zaki can be found on page 26.
Statutory Auditors

The mandate of the Statutory Auditors has arrived at its term at this Shareholder’s Meeting. Therefore, the thirteenth and fourteenth resolutions propose to renew Ernst and Young Audit and KPMG Audit (a division of KPMG S.A.) as Statutory Auditors for a period of six financial years, provided by French law, and expiring at the conclusion of the Shareholders’ Meeting called to approve the financial statements for the 2015 fiscal year.

Alternate Auditors

The mandate of the Alternate Auditors has also arrived at its term at this Shareholder’s Meeting. Therefore, we propose in the fifteenth resolution to appoint the firm Auditex as Alternate Auditor to replace Mr. Pierre Jouanne and, in the sixteenth resolution, to appoint the firm KPMG Audit IS as Alternate Auditor to replace Mr. Jean-Luc Decornoy, also for a period of six financial years.

Resolutions for the Extraordinary General Meeting

The Shareholders’ Meeting of May 16, 2008, renewed the delegations of authority granted to the Board of Directors to increase the share capital. These delegations expire soon, and it is proposed to renew them for a 26 month period. The purpose of these delegations in financial matters is to allow your Board of Directors to dispose of flexibility on the choice of possible issuances and to adapt, at the appropriate moment, the nature of the securities to be issued in accordance with the condition and capacity of the French or international financial markets.

Also proposed is the renewal of the authorization to grant options to subscribe for or to purchase stock of the Company in favor of the management and key employees of the Group.

Share capital increases with preferential subscription rights

In the seventeenth resolution, we propose that you delegate to the Board of Directors the authority to decide, for a period of 26 months from the date of this Shareholders’ Meeting, to proceed with preferential subscription rights to one or more issuances of common shares of the Company, as well as any securities providing access by any means, immediately or in the future, to common shares of the Company.

The capital increases undertaken pursuant to this delegation may be carried out either through the payment of cash consideration, or through incorporation of share premiums, reserves, profits or other amounts, by means of grants of shares without consideration or an increase in the nominal value of existing shares, where such incorporation is authorized by applicable law or regulation.

The maximum nominal amount of the Company’s share capital that may be issued with preferential subscription rights will be equal to an aggregate upper limit of two billion five hundred million euros (2.5 B€), i.e., one billion shares. This aggregate upper limit corresponds to 42.58% of the Company’s share capital as of December 31, 2009.

The nominal amount of any common shares that would be issued pursuant to the eighteenth resolution (i.e. increase capital without preferential subscription rights) and twentieth resolution (i.e. increase capital reserved to employees participating in a Company’s savings plan) provided by of this Shareholders’ Meeting will be counted against the aforementioned aggregate upper limit authorized by the present Shareholders’ Meeting under this seventeenth resolution.

Furthermore, the nominal amount of common shares that may be issued under the nineteenth resolution of this Shareholders’ Meeting relating to the creation of common shares or securities providing access to common shares in exchange for equity securities contributed to the Company, will be counted against the aggregate upper limit of common shares eventually created in application of the eighteenth resolution.

Conversely, the nominal amount of common shares that may be issued under the twenty-first resolution, authorizing in particular the allotment of options to subscribe stocks of the Company, will not be counted against the aggregate upper limit authorized by the present Shareholders’ Meeting under the seventeenth resolution.

Furthermore, the maximum nominal amount of debt securities that may be issued – and that may, either immediately or at a future date, be redeemable, exchangeable or otherwise convertible into equity securities of the Company – could not exceed a debt ceiling of ten (10) billion euros, or its equivalent value as of the date of the issuance decision. This limit applies to debt issuances decided under either the seventeenth or the eighteenth resolutions.
Share capital increases by public offering without preferential subscription rights

In the eighteenth resolution, we propose that you delegate to the Board of Directors the authority to decide, for a period of 26 months from the date of this Shareholders Meeting, to issue common shares of the Company as well as any securities providing access by any means, immediately or in the future, to common shares of the Company, without maintaining preferential subscription rights, but with the possibility to create a priority subscription period open to all shareholders.

We would like you to give to your Board of Directors this possibility to cancel the shareholders’ preferential subscription rights, because this cancellation could be preferable, even necessary, to issue common shares under the best conditions, taking account market conditions, the nature of the investors concerned by the issue and the type of securities issued.

We also propose that you delegate to the Board of Directors the authority to decide to increase the number of securities to be issued if such an issuance is oversubscribed, as provided for by law and within the limit of the ceiling of this resolution as mentioned hereunder. The maximum number of shares that could be created in case an issuance was oversubscribed is currently limited by law to 15% of the initial issuance, and these additional shares must be issued within thirty days of the closing of the initial subscription period, at the same price as for the initial issuance.

Pursuant to Article R. 225-119 of the French Commercial Code, the price of any common shares that may be issued under this delegation of authority must be no less than the weighted average market price for Total shares during the three trading days that precede the pricing of the issuance, minus a 5% maximum discount that the Board of Directors may decide to apply.

The maximum nominal amount of the Company’s share capital that may be issued under this resolution is 850 million euros, i.e., 340 million shares. This limit corresponds to 14.48% of the Company’s share capital as of December 31, 2009.

Any issuance under this eighteenth resolution will be counted against the aggregate upper limit authorized by the shareholders under the seventeenth resolution.

Furthermore, the nominal amount of common shares that may be issued under the nineteenth resolution of this Shareholders’ Meeting will be counted against the aggregate upper limit of common shares eventually created in application of this eighteenth resolution.

Likewise, the maximum nominal amount of debt securities that may be issued – and that may, either immediately or at a future date, be redeemable, exchangeable or otherwise convertible into equity securities of the Company – could not exceed a debt ceiling of ten (10) billion euros, or its equivalent value as of the date of the issuance decision.

This delegation of authority may also be used to issue shares as consideration for securities that are tendered to the Company under a public exchange offer that fulfils the provisions of Article L. 225-148 of the French Commercial Code. Any capital increase carried out for this purpose would be counted against the maximum amount of 850 million euros authorized under this resolution.

Share capital increases in exchange for equity securities contributed to the Company

In accordance with the provisions of Article L. 225-147 of the French Commercial Code, the purpose of the nineteenth resolution is to grant all the necessary powers to the Board of Directors to decide capital increases when the conditions provided for by aforementioned Article L. 225-148 of the French Commercial Code are not applicable, through the issuance of common shares of the Company, as well as any securities providing access by any means, immediately or in the future, to common shares of the Company, in exchange for any shares or other securities providing access by any means to shares that would be contributed to the Company. The delegation granted shall be valid for a 26 month period beginning from this Meeting.

This delegation could be essentially used to realize operations of external growth.

The total amount of share capital that may be increased under this resolution may not exceed 10% of the outstanding share capital. Moreover, it is hereby specified that the maximum nominal amount of the Company’s share capital that may be so issued (i) shall be applied against the 850 M€ limit authorized by the present Shareholders’ Meeting under the eighteenth resolution and, thus, (ii) will be counted against the aggregate upper limit authorized by the present Shareholders’ Meeting under the seventeenth resolution.

Share capital increases by the issuance of common shares reserved to employees

Since this Extraordinary Shareholders’ Meeting is voting on delegations of authority to proceed with capital increases, provisions of Article L. 225-129-6 of the French Commercial Code require that we submit a resolution to your vote that would authorize capital increases reserved to employees under Articles L. 3332-18 to 3332-24 and L. 3332-1 to L. 3332-9 of the French Labour Code relating to employee savings plan, and Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code.
Therefore, in the twentieth resolution, we propose that you delegate to the Board of Directors the authority to decide to increase the share capital of the Company, in one or more transactions, within a maximum amount of 1.5% of the outstanding share capital as of the day the Board of Directors decides such an issuance. Any capital increase under this twentieth resolution would be counted against the aggregate upper limit authorized by the present Shareholders’ Meeting under the seventeenth resolution. Any subscription for all such issuances will be reserved for the employees of the Company and French or foreign companies affiliated to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, in conditions provided for by Article L. 3332-2 of the French Labour Code.

This authorization could be used to continue the evolution of the participation of employees in the capital of the Company.

Any such issuance entails the waiver by the shareholders of their preferential subscription rights in favour of the employees to whom the capital increase is reserved.

The subscription price of such new shares may not be lower than the average of the closing prices listed during the twenty trading sessions prior to the date of the Board of Directors’ decision establishing the opening date of subscriptions, less the maximum discount provided for by law on the date of the Board of Directors’ decision.

This authorization would be granted for a 26 month period from the date of this Shareholders’ Meeting.

**Allocation of stock options**

The Shareholders’ Meeting of May 11, 2007 authorized the Board of Directors to grant options to subscribe for or purchase stock of the Company in favour of the management and key employees of the Group, within a limit of 1.5% of the share capital.

Under this authorization, your Board of Directors decided to grant an aggregate number of 15,282,640 of subscription options, representing 0.65% of the Company’s share capital as of December 31, 2009.

Since this authorization given by the Shareholders’ Meeting of May 11, 2007 is going to expire, the twenty-first resolution proposes to authorize the Board of Directors, during a 38 month period, to grant stock options in favour of the management and key employees of TOTAL S.A. and those companies that are at least 10% directly or indirectly owned by TOTAL S.A.

The options given to the management of TOTAL S.A. (Chairman and Chief Executive Officer) would not exceed 0.1% of the outstanding share capital as of the day the Board of Directors decides such an attribution and would be subject to performance conditions established under criteria of average return on equity (ROE) and return on average capital employed (ROACE). These performance conditions will be applicable for a period of several fiscal years in succession.

For the other main beneficiaries, a part of the attribution decided by the Board of Directors would be subject to performance conditions of average return on equity (ROE) applicable for a period of several fiscal years in succession.

We also propose that you authorize the Board of Directors to determine all other terms and conditions under which the subscription or purchase options shall be granted.

The total number of options granted under this authorization may not give rights to subscribe for or purchase a number of shares exceeding 1.5% of the share capital outstanding as of the day of the Board of Director’s decision to grant the options. The total number of shares corresponding to the sum of (i) the maximum number of shares that may be issued upon the exercise of the options to subscribe for shares under this authorization, (ii) the options to subscribe and purchase shares granted under previous authorizations and not yet exercised as of December 31, 2009, (iii) the free shares already awarded and subject to an acquisition period, and (iv) the free shares that may be awarded pursuant to the authorization granted by the Shareholders’ Meeting of May 16, 2008, concerning free shares grants and within the authorized limit, is less than 5% of the share capital as of December 31, 2009.

The term of the options shall be a maximum of eight years from their granting.

The option exercise price shall be determined by the Board of Directors, and shall not be lower than the average of closing prices on the twenty trading days preceding the day of the Board of Director’s decision to grant the options.

In the event of an allotment of options to purchase stocks, in accordance with Article L. 225-179 of the French Commercial Code, the price of allotment of the options to purchase stock may not be less, as of the date on which the options to purchase shall be granted, than 80% of the average price of purchase of the stocks held by the Company pursuant to Articles L. 225-208 and L. 225-209 of the Commercial Code.

We inform you that, pursuant to the provisions of Article L. 225-185 of the French Commercial Code, the Board of Directors will have either to decide that the options may not be exercised by the management before the end of their functions, either to determine the number of shares granted the management have to keep their granting.

We inform you that as a part of the share subscription options plan awarded on September 15, 2009, the Board of Directors
required that the Chief Executive Officer will have to hold, on a registered form, a number of Total shares representing 50% of the capital gains, net of tax and related contributions, resulting from the exercise of stock options under this plan. Once the manager holds a number of shares (including shares in collective investment funds invested in Company shares), corresponding to more than five times his current gross annual fixed salary, this holding requirement will be reduced to 10%. If in the future this ratio is no longer met, the previous 50% holding requirement will once again apply.

We remind you that the share subscription options awarded on the last plan concerned about 2,000 beneficiaries and are subject to performance conditions applicable for a period of several fiscal years in succession for all the options granted to the managers, and for a part of the options over a certain threshold for the other beneficiaries.

The options granted under the present resolution would be subject to performance conditions applicable for a period of several fiscal years in succession for all the options granted to the management of TOTAL S.A. and for a part of the options over a certain threshold for the other beneficiaries.

These performance conditions would be applied to the main part of the managers and executive officers of the Group.

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1. How to take part in the General Meeting?

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However, this same article L. 214-40 permits, if the internal charter of the fund so provide, for the voting rights to be exercised directly by each of the shareholders of an employee shareholding fund, and that a decision by the Supervisory Board to contribute the fund shares to a tender is subject to advance consultation with the shareholders.

This legal abundance does not enable shareholders to assess the overall consequences in terms of governance of the companies and of control of their shareholders by “employee shareholders”, as it is managed as a company savings plan.

In fact, the actual procedures for government of shareholder funds are specifically determined by their own internal charters. These charters are initially defined by the Company (Articles L. 3332, 3333, 3334 and 3315 of the Labour Code) and change with the agreement of the Supervisory Boards, whose composition and decision-making rules also vary widely.

Only publication of the internal charters of these funds ensures the transparency necessary to make intelligible the governance of employee shareholders and its consequences for the shareholders of the Company.

As of 4 March 2010 (the date that this resolution was passed), European Directive 2007/36/CE of 11 July 2007, applicable to employee funds, among others, had not been implemented into French law. This directive seeks, in particular, the declaration and avoidance of conflicts of interests of shareholder representatives. Now, Supervisory Boards of shareholder funds are de facto representatives of employees when internal charter of the fund does not provide that employees may directly and individually exercise their voting rights at Shareholders’ Meetings or be consulted about the contributions of the shares to a tender or exchange.

The purpose of this resolution is to provide every shareholder, on an ongoing basis, with the information that will enable that shareholder to assess (particularly when resolutions involving the employee shareholders are to be voted on) whether, in employee shareholding funds, the procedures for exercising voting rights and for deciding whether or not to contribute shares to a tender offer are in accordance with the interests of all shareholders and of the Company. More specifically, there is the issue of the influence of the managers of your Company on the governance of the employee funds and, therefore, given the portion of voting rights held by these funds, on the governance of your Company.

The adoption of this resolution will also contribute to improvement of the information regarding the electoral process for nomination of candidates to the position of Director representing employee shareholders, as requested in January 2010 by the French Management Association (AFG) in its “Recommendations on corporate governance”.

Company’s comments:

The attention of the shareholders is called to the fact that the composition of the Supervisory Board of employee shareholding funds (FCPE) having assets consisting of Total shares representing more than 0.5% of the capital of the Company, is below the limit on seats provided by law for company representatives. The law permits company representatives to hold up to half of the seats of the Supervisory Board. The composition of the Supervisory Boards in question currently consists of 2/3 shareholder representatives and 1/3 company representatives.

Note that management decisions concerning the assets of the FCPE, including those concerning the contribution of shares to a public tender, are made by a simple majority of the members of the Supervisory Board present or represented. The composition of the Supervisory Boards and these rules do not give to company representatives a decisive influence compared to the one of shareholder representatives, contrary to what has been suggested.

Information on the internal charter of the FCPEs is provided to shareholders as legally required. In addition, in the Company’s Registration Document (annual report) shareholders are given general information on the percentage of the Company’s capital held by employees and a summary presentation of the internal charters of the FCPE. Furthermore, the full text of the internal charters of the FCPE is provided on the Company’s Web site (item: Individual Shareholders / Being a Total Shareholder / Employee Shareholders - and in French language: Actionnaires individuels / Être actionnaire / Actionnaire salarié).

Consequently, introducing into the Company’s Articles of Association provisions that require the publication of the internal charters of the FCPEs on the Company’s Web site has no practical purpose.
Pensions and other commitments under article L. 225-42-1 of the French Commercial Code concerning Mr. Christophe de Margerie (5th resolution)

These dispositions, approved by the Shareholders’ Meeting of May 15, 2009, are recalled here under:

- The Chairman and the Chief Executive Officer, pursuant to applicable law, are eligible for social security benefits, ARRCO (French Association for Complementary Pension Schemes) and AGIRC (French executive pension scheme federation) complementary pensions, defined benefit pension plans (RECOSUP) and the supplementary pension plan created by the Company. This Supplementary pension plan, which is not limited to the Chairman and the Chief Executive Officer, is described in more detail below.

- The Chairman and the Chief Executive Officer are eligible for a supplementary pension plan open to all employees of the Group whose annual compensation is greater than the annual social security threshold multiplied by eight. There are no French legal or collective bargaining provisions that apply to remuneration above this social security ceiling. This supplementary pension plan is financed and managed by TOTAL S.A. to award a pension that is based on the period of employment (up to a limit of 20 years) and the portion of annual gross compensation (including fixed and variable portions) that exceeds by at least eight times the annual social security threshold. This pension is indexed to the French Association for Complementary Pensions Schemes (ARRCO) index. As of December 31, 2009, the Group’s supplementary pension obligations related to the Chairman are the equivalent of an annual pension of 26.3% of the Chairman’s 2009 compensation. For the Chief Executive Officer, the Group’s pension obligations are, as of December 31, 2009, the equivalent of an annual pension of 18.8% of his 2009 compensation.

- The Company also funds a life insurance policy which guarantees a payment, upon death, equal to two years’ compensation (both fixed and variable), increased to three years upon accidental death, as well as, in case of disability, a payment proportional to the degree of disability.

- The Chairman and the Chief Executive Officer are also entitled to retirement benefits equal to those available to eligible members of the Group under the French National Collective Bargaining Agreement for the Petroleum Industry, amounting to 25% of the annual gross compensation (including fixed and variable portions) paid in the 12-month period preceding the retirement of the Chairman or the Chief Executive Officer as the case may be.

- If the Chairman or the Chief Executive Officer’s employment is terminated or his term of office is not renewed, he is eligible for severance benefits equal to two times an individual’s annual pay, based upon the gross compensation (both fixed and variable) paid in the 12-month period preceding termination of employment or term of office. The severance benefits that may be paid upon a change of control or a change of strategy of the Company are cancelled in the case of gross negligence or wilful misconduct or if the Chairman or the Chief Executive Officer leaves the Company of his own volition, accepts new responsibilities within the Group, or may claim full retirement benefits within a short time period. Since Mr. Desmarest is eligible to claim his full retirement benefits, these provisions are only relevant to Mr. de Margerie.

- The commitments related to the supplementary pension plan, retirement benefits and severance benefits upon termination of employment or term of office will be subject to the procedure for regulated agreements set forth in article L. 225-38 of the French Commercial Code.

- Pursuant to the provisions to the French law of August 21, 2007, which modifies article L. 225-42-1 of the French Commercial Code, the commitments described above related to retirement benefits and severance benefits upon termination of employment or term of office are subject to performance conditions. These performance conditions are deemed to be met if at least two of the three following criteria are satisfied:
  - the average ROE (return on equity) over the three years immediately preceding the year in which the officer retires is at least 12%,
  - the average ROACE (return on average capital employed) over the three years immediately preceding the year in which the officer retires is at least 10%,
  - the Company’s oil and gas production growth over the three years immediately preceding the year in which the officer retires is greater than or equal to the average production growth of the four following companies: ExxonMobil, Shell, BP and Chevron.
First resolution
Approval of parent Company financial statements

Upon presentation of the reports by the Board of Directors and the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the financial statements for the fiscal year ended December 31, 2009.

Second resolution
Approval of consolidated financial statements

Upon presentation of the reports by the Board of Directors and by the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the consolidated financial statements of TOTAL S.A. for the fiscal year ended December 31, 2009.

Third resolution
Allocation of earnings, declaration of dividend

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders note that earnings for the 2009 fiscal year amount to 5,633,680,966.51 euros. After taking into account available retained earnings of 4,114,277,451.17 euros, the amount of earnings available for distribution totals 9,747,958,417.68 euros.

The shareholders, acting on the recommendation of the Board of Directors, hereby resolve to allocate this amount as follows:

<table>
<thead>
<tr>
<th>Dividend declared</th>
<th>2008</th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total dividend (in millions of euros)</td>
<td>5,310.3</td>
<td>4,858.8</td>
<td>4,426.3</td>
</tr>
<tr>
<td>Interim dividend (in euro per share, par value 2.50 euros per share)</td>
<td>1.14</td>
<td>1.00</td>
<td>0.87</td>
</tr>
<tr>
<td>Number of shares, par value 2.50 euros per share, on which the interim dividend was paid</td>
<td>2,329,089,606</td>
<td>2,354,873,665</td>
<td>2,375,603,979</td>
</tr>
<tr>
<td>Remaining balance of dividend (in euro per share, par value of 2.50 euros per share)</td>
<td>1.14</td>
<td>1.07</td>
<td>1.00</td>
</tr>
<tr>
<td>Number of shares, par value 2.50 euros per share, on which the remaining balance of the dividend was paid</td>
<td>2,329,093,722</td>
<td>2,340,121,125</td>
<td>2,359,546,563</td>
</tr>
</tbody>
</table>

A total of 2,348,422,884 shares have rights to the dividend for fiscal year 2009, corresponding to shares outstanding at December 31, 2009 with dividend rights as of January 1, 2009.

Accordingly, the amount of the dividend declared is 2.28 euros per share. An interim dividend of 1.14 euro per share was detached from the share listed on Euronext Paris on November 13 and paid on November 18, 2009. The remaining balance of 1.14 euro per share shall be detached from the share listed on Euronext Paris on May 27, 2010 and paid in cash on June 1st, 2010.

In accordance with Article 243 bis of the French General Tax Code, it is noted that the interim dividend of 1.14 euro per share paid on November 18, 2009 as well as the remaining balance of 1.14 euro per share are eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

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

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</tr>
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</table>

(a) The information in this table for the amounts of the interim dividend and the remaining balance of the dividend, as well as for the number of shares, has been adjusted to take into account the four-for-one stock split which took place on May 18, 2006, immediately after payment of the remaining balance of the dividend for the 2005 fiscal year, pursuant to the fifteenth resolution of the May 12, 2006 General Meeting.

(b) Amounts eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.
If at the time of the payment of the interim dividend or of the remaining balance of the dividend the Company holds any of its own shares, then the net amount corresponding to unpaid interim dividends or the remaining balance of the dividends for those shares shall be allocated to retained earnings.

Fourth 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, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve such report.

Fifth resolution

Commitments under Article L. 225-42-1 of the French Commercial Code

Upon the presentation of the special report of the auditors concerning the commitments covered by Article L. 225-42-1 of the French Commercial Code, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby note the conclusions of such report and approve the commitments therein concerning Mr. Christophe de Margerie as Chief Executive Officer and as Chairman and Chief Executive Officer if Mr. de Margerie is elected as Chairman and Chief Executive Officer and if the previous commitments subject to performance conditions and relative to retirement benefits are not modified.

Sixth resolution

Authorization for the Board of Directors to trade in shares of the Company

Upon presentation of the report by the Board of Directors and of certain information appearing in the description of the program prepared pursuant to Articles 241-1 and thereafter of the General Regulation (Règlement général) of the French Financial Markets Authority (Autorité des marchés financiers), and pursuant to the provisions of Article L. 225-209 of the French Commercial Code and to Council Regulation n°2273/2003 dated December 22, 2003 concerning the application of Council Directive n°2003/6/CE dated January 28, 2003, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby authorize the Board of Directors to buy or sell shares of the Company within the framework of a share buyback program.

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

These transactions may be carried out at any time, except during a public offer for the Company’s shares, pursuant to the applicable rules and regulations.

The maximum purchase price is set at 70 euros per share.

In case of a capital increase by incorporation of reserves or restricted stock grants 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 transaction to the number of shares outstanding after the transaction.

The maximum number of shares that may be purchased under this authorization may not exceed 10% of the total number of shares outstanding pursuant to the provisions of Article L. 225-209 of the French Commercial Code. This limit of 10% applies to a number of shares outstanding that 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 subsidiaries, more than 10% of its own share capital.

As of December 31, 2009, of the 2,348,422,884 shares outstanding, the Company held 15,075,922 shares directly, and 100,331,268 shares indirectly through its subsidiaries, for a total of 115,407,190 shares. Under these circumstances, the maximum number of shares that the Company could repurchase is 119,435,098 shares and the maximum amount that the Company might spend to acquire such shares is 8,360,456,860 euros.

The purpose of this share buyback program is to reduce the number of shares outstanding or to permit the Company to fulfill its commitments related to:
- convertible or exchangeable securities that may give holders rights to receive shares upon conversion or exchange,
- stock options to purchase shares of the Company, employee share plans or Company savings plans; or other share attribution programs for management or employees of the Company or of other companies in the Group (notably restricted stock grant programs).

Depending on the relevant reason for the buyback, shares that are acquired by the Company through this program may, in particular, 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,
- 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.
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7. Total in 2009

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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 allowable 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 or market practices.

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 seventh resolution of the Combined Meeting held on May 15, 2009.

### Seventh resolution

Renewal of the appointment of Mr. Thierry Desmarest as a Director

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renew the appointment of Mr. Thierry Desmarest 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 2012 fiscal year.

### Eighth resolution

Renewal of the appointment of Mr. Thierry de Rudder as a Director

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renew the appointment of Mr. Thierry de Rudder 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 2012 fiscal year.

### Ninth resolution

Appointment of Mr. Gunnar Brock as a Director

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Gunnar Brock 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 2012 fiscal year.

### Tenth resolution (*)

Appointment of a Director representing employee shareholders in application of Article 11 of the Articles of Association

Approved by the Board of Directors

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Claude Clément as the Director representing employee shareholders for a term of three years expiring at the conclusion of the shareholders’ meeting called to approve the financial statements for the 2012 fiscal year.

### Eleventh resolution (*)

Appointment of a Director representing employee shareholders in application of Article 11 of the Articles of Association

Not approved by the Board of Directors

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Philippe Marchandise as the Director representing employee shareholders for a term of three years expiring at the conclusion of the shareholders’ meeting called to approve the financial statements for the 2012 fiscal year.

### Twelfth resolution (*)

Appointment of a Director representing employee shareholders in application of Article 11 of the Articles of Association

Not approved by the Board of Directors

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Mohammed Zaki as the Director representing employee shareholders for a term of three years expiring at the conclusion of the shareholders’ meeting called to approve the financial statements for the 2012 fiscal year.

(*) Resolutions 10 to 12: in application of Article 11 of the Articles of Association, only one candidate representing employee shareholders is to be appointed as Director. The candidate receiving the highest number of votes, and having at least a majority of the votes cast will be appointed to serve in this capacity.
Thirteenth resolution
Renewal of Ernst and Young Audit as statutory Auditors
Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renews for a period of six financial years the term of office of Ernst and Young Audit as statutory Auditors. In accordance with the law in force, this mandate shall expire at the conclusion of the Shareholders’ Meeting called to approve the financial statements for the 2015 fiscal year.

Fourteenth resolution
Renewal of KPMG Audit as statutory Auditors
Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renews for a period of six financial years the term of office of KPMG Audit (a division of KPMG S.A.) as statutory Auditors. In accordance with the law in force, this mandate shall expire at the conclusion of the Shareholders’ Meeting called to approve the financial statements for the 2015 fiscal year.

Fifteenth resolution
Appointment of Auditex as an alternate Auditor
Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoints for a period of six financial years the firm Auditex as alternate Auditor, in succession to Mr. Pierre Jouanne. This mandate shall expire at the conclusion of the Shareholders’ Meeting called to approve the financial statements for the 2015 fiscal year.

Sixteenth resolution
Appointment of KPMG Audit IS as an alternate Auditor
Voting under the conditions of quorum and majority required for Ordinary General Meetings the shareholders hereby appoints for a period of six financial years the firm KPMG Audit IS as alternate Auditor, in succession to Mr. Jean-Luc Decornoy. This mandate shall expire at the conclusion of the Shareholders’ Meeting called to approve the financial statements for the 2015 fiscal year.

Seventeenth resolution
Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital while maintaining shareholders’ preferential subscription rights or by capitalizing premiums, reserves, surpluses or other line items
Voting under the conditions of quorum and majority required for Extraordinary General Meetings, upon presentation of the report of the Board of Directors, and pursuant to the provisions of Articles L. 225-129-2 and L. 228-92 of the French Commercial Code, the shareholders hereby:

1. delegate authority to the Board of Directors to decide on one or more capital increases by issuing common shares of the Company as well as any securities providing access to common shares by any means, immediately and/or in the future, to common shares of the Company; such shares or securities may be issued in France or abroad and may be issued in euros, foreign currencies or any monetary unit linked to several currencies.

The delegation granted accordingly to the Board of Directors shall be valid for a twenty-six month period beginning from this Meeting;

2. decide first that the total amount of share capital that may be increased as such immediately and/or in the future may not exceed an aggregate ceiling of two billion five hundred million euros in par value (one billion shares, par value 2.50 euros per share); such amount shall be added, as applicable, to the additional amount of shares to be issued in order to protect, in compliance with the law, the rights of bearers of securities providing access to shares;

decide, secondly, that amounts shall be applied against this aggregate ceiling equal to the total par value of common shares, if any, that would be issued under the eighteenth resolution of this Meeting relating to issuing common shares or any securities providing access to share capital without preferential subscription rights, as well as the par value amount of common shares, if any, that would be issued under the twentieth resolution of this Meeting relating to increasing the share capital reserved for employees participating in a Company savings plan.
 Shall also be applied against the total par value of common shares that would be issued under the eighteenth resolution, the total par value of common shares that would be issued under the nineteenth resolution of this Meeting relating to issuing common shares or any securities providing access to the share capital in payment of securities that would be contributed to the Company;

- decide, furthermore, that the maximum par value of securities representing debt instruments that may be issued and providing immediate or future access to a portion of the Company’s capital, whether issued under this resolution or under the eighteenth resolution, may not exceed a ceiling of ten (10) billion euros, or its equivalent value, as of the date of the issuance decision;

- 3. decide that shareholders shall have preferential subscription rights on an irreducible basis for securities issued under this resolution in proportion to the amount of their shares. Furthermore, the Board of Directors may grant shareholders the right to subscribe for any resulting excess securities on a reducible basis, in proportion to the subscription rights they hold and within the limit of their requests;

- 4. decide that if the subscriptions on an irreducible basis and, if applicable, on a reducible basis, have not absorbed the entire issuance of shares or securities as defined above, the Board of Directors may choose to allocate all or a portion of the unsubscribed securities or offer all or a portion of the unsubscribed securities to the public, or limit the amount of the capital increase to the amount of the subscription, pursuant to the provisions of Article L. 225-134-1.1 of the French Commercial Code;

- 5. take formal note that the decision to issue securities providing access to capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

- 6. decide that the Board of Directors, during the same 26-month period, shall have the authority to decide on one or more capital increases by capitalizing premiums, reserves, surpluses or other line items that may be capitalized in accordance with the law and the Articles of Association, in the form of a share grant or an increase in the par value of existing shares. In that case, the rights to fractions of shares shall be non-transferable and the corresponding shares shall be sold, with the proceeds allocated among the holders of rights within the timeframe provided for by regulations;

- 7. decide that the Board of Directors is hereby granted all authority, with the option to delegate or sub-delegate such authority under the conditions provided for by law, in order to implement the present resolution and in particular in order to:
  - determine all terms and conditions of the capital increase and fix the period and conditions of the increases that would be realized under the present resolution;
  - define the opening and closing of subscriptions periods, the price, the date of the beginning of dividend rights, the conditions of payment of shares, and any delays for payment;
  - if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount sums required to raise the legal reserve to one-tenth of the new capital after each issuance;
  - and more generally to take all necessary measures, in particular carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly, and to carry out any and all formalities for the admission to transactions of the shares issued.

- 8. take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.

**Eighteenth resolution**

**Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital without preferential subscription rights**

Upon presentation of the report of the Board of Directors and the auditors’ special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136 and L. 228-92 of the French Commercial Code, the shareholders hereby:

- 1. delegate authority to the Board of Directors to decide on one or more capital increases by issuing common shares of the Company as well as any securities providing access by any means, immediately and/or in the future, to common shares of the Company; such shares or securities may be issued in France or abroad, and may be issued in euros, foreign currencies or any monetary unit linked to several currencies. The delegation granted accordingly to the Board of Directors shall be valid for a 26-month period beginning from this Meeting;

- 2. decide that the total amount of share capital that may be increased immediately and/or in the future may not exceed eight hundred fifty million euros in par value (three hundred forty million shares, par value 2.50 euros per share), such amount shall be applied against the ceiling established in the seventeenth resolution. Such amount shall be added, as applicable, to the additional amount of shares to be issued in order to protect, in compliance with the law, the rights of bearers of securities providing access to shares;

- 3. decide that for each of the issuances made in connection with this resolution and in the event of surplus demand, the Board of Directors shall have the authority to decide to increase the number of securities to be issued under the conditions provided for in Article L. 225-135-1 of the French Commercial Code.
4. decide, furthermore, that the maximum par value amount of securities representing debt instruments that may be issued and providing immediate or future access to a portion of the Company’s capital, whether issued under the seventeenth resolution or under this resolution, may not exceed a ceiling of ten (10) billion euros, or its equivalent value, as of the date of the issuance decision;

5. decide to cancel the shareholders’ preferential subscription rights to these securities that shall be issued in accordance with the law and to grant to the Board of Directors the power to establish a priority period in favor of shareholders to subscribe for them in accordance with the provisions of Article L. 225-136 of the French Commercial Code;

6. take formal note that the decision to issue securities providing access to the share capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

7. reiterate that the issue price of common shares that may be issued under this delegation shall be subject to the provisions of Article L. 225-136 of the French Commercial Code;

8. decide that the capital increases may be made such that they compensate for securities that would be contributed to the Company in connection with a tender offer of securities meeting the conditions established in Article L. 225-148 of the French Commercial Code. The total par value amount of share capital increased in this context shall be applied against the eight hundred fifty million euros ceiling set out in paragraph 2;

9. decide that the Board of Directors is hereby granted all authority, with the option to delegate or sub-delegate such authority under the conditions provided for by law, in order to implement the present resolution and in particular in order to:
- determine all terms and conditions of the capital increase and fix the period and conditions of the increases that would be realized under the present resolution;
- define the opening and closing of subscriptions periods, the price, the date of the beginning of dividend rights, the conditions of payment of shares, and any delays for payment;
- if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount sums required to raise the legal reserve to one-tenth of the new capital after each issuance;
- and more generally to take all necessary measures, in particular carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly, and to carry out any and all formalities for the admission to transactions of the shares issued.

10. take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.

Nineteenth resolution

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

Upon presentation of the report of the Board of Directors and the auditors’ special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of the last paragraph of Article L. 225-147 of the French Commercial Code, the shareholders hereby:

1. grant all the necessary powers to the Board of Directors to decide capital increases by issuing common shares of the Company as well as any securities providing access by any means, immediately and/or in the future, to common shares of the Company, to compensate for any shares or securities providing access by any means to shares that would be contributed to the Company, when the conditions established in Article L. 225-148 of the French Commercial Code are not applicable;

The delegation granted accordingly to the Board of Directors shall be valid for a 26-month period beginning from this Meeting;

2. decide, first, that the total par value of the share capital that may be increased as such immediately and/or in the future may not exceed the ceiling of 10% of the share capital outstanding as of the day of this Meeting;

decide, secondly, that the total par value of the share capital that may be increased under this resolution shall be applied against the eight hundred fifty million euros ceiling authorized by this Meeting in the eighteenth resolution;

3. decide, if required, to cancel the shareholders’ preferential subscription rights to shares and securities that shall be issued, in favor of the owners of shares or securities that would be contributed;

4. take formal note that the decision to issue securities providing access to capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code.

5. take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.
The Shareholders hereby grant all powers to the Board of Directors, with the option to sub-delegate such powers under the conditions provided for by law, in order to implement such delegation and in particular in order to:

- decide on the report of the contributing auditor or auditors;
- determine all terms and conditions of the authorized operations, in accordance with the provisions of Article L. 225-147 of the French Commercial Code;
- determine the number of shares to be issued to remunerate the contributions, as of the date of the dividend rights for the securities to be issued;
- if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital after each issuance;
- and more generally, to take all necessary measures, in particular to carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly and to carry out any and all formalities for the admission to transactions of the shares issued.

### Twentieth resolution

Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided for in Articles L. 3332-18 and following of the French Labour Code

Upon presentation of the report of the Board of Directors and the auditors’ special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 3332-18 to L. 3332-24 and L. 3332-1 to L. 3332-9 of the French Labour Code relating to employee share ownership and Articles L. 225-129-1 and L. 225-177 of the French Commercial Code, the shareholders hereby:

- 1. delegate authority to the Board of Directors to increase the share capital on one or more occasions within a maximum period of 26 months beginning from the day of this Meeting, within the limit of 1.5% of the share capital outstanding as of the day the Board of Directors decided on the issuance; it is furthermore specified that the amount of capital issued shall be applied against the aggregate ceiling for share capital increases authorized by this Meeting in the seventeenth resolution;
- 2. reserve the subscription of shares to be issued to employees of the Company and related French or foreign companies within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, under conditions provided by Article L. 3332-2 of the French Labour Code;
- 3. decide to cancel the shareholders’ preferential subscription rights in favor of the beneficiaries for whom the capital increase is reserved;
- 4. decide that the subscription price of new shares may not be lower than the average of the closing prices listed during the 20 trading sessions prior to the day of the Board of Directors’ decision establishing the opening date of subscriptions, less the maximum discount provided for by law on the day of the Board of Directors’ decision;
- 5. decide that the Board of Directors is hereby granted all authority, with the option to delegate or sub-delegate such authority under the conditions provided for by law, in order to implement the present resolution and in particular in order to:
  - determine all terms and conditions of the capital increase and fix the period and conditions of the increases that would be realized under the present resolution;
  - define the opening and closing of subscriptions periods, the price, the date of the beginning of dividend rights, the conditions of payment of shares, and any delays for payment;
  - if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital after each issuance;
  - and more generally to take all necessary measures, in particular carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly, and to carry out any and all formalities for the admission to transactions of the shares issued.
- 6. take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.

### Twenty first resolution

Authorization to grant subscription or purchase options for the company’s stock to certain employees of the Group as well as to the management of the company or of other Group companies

Upon presentation of the report of the Board of Directors and the auditors’ special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, the shareholders hereby authorize the Board of Directors, in accordance with Articles L. 225-129-1 and L. 225-177 to L. 225-186 of the French Commercial Code, to grant options on one or more occasions to the benefit of members of the staff and management of TOTAL S.A. and companies (or economic interest groups) in which TOTAL S.A. directly or indirectly holds at least 10% of the capital (or shares). Such options shall entitle holders to:

- subscribe for new shares of the company issued under its capital increase, or
purchase existing shares of the company arising from repurchases the company made under conditions provided for by law.

The options given to the management of TOTAL S.A. (Chairman and Chief Executive Officer) would not exceed 0.1% of the outstanding share capital as of the day the Board of Directors decides such an attribution and would be subject to performance conditions established under criteria of average return on equity (ROE) and return on average capital employed (ROACE). These performance conditions will be applicable for a period of several fiscal years in succession.

For the other main beneficiaries, a part of the attribution decided by the Board of Directors would be subject to performance conditions of average return on equity (ROE) applicable for a period of several fiscal years in succession.

In the case of subscription options, this authorization calls for shareholders to expressly waive their preferential subscription rights to shares to be issued while options are exercised in favor of the beneficiaries of the options.

The total number of options granted under this authorization may not entitle holders to subscribe for or purchase more than 1.5% of the shares outstanding as of the day of the Board of Directors’ decision to grant the options. The term of the options shall be a maximum of eight years from their granting.

The Board of Directors shall establish the subscription or purchase price of the shares under option according to procedures and within the limits authorized by laws in effect on the day these options are granted. This price shall nevertheless not be lower than the average of the closing prices listed for the share during the twenty trading sessions prior to the day the Board of Directors grants the options.

The shareholders hereby give all powers to the Board of Directors, with the option to delegate or sub-delegate such powers under the conditions provided for by law, and under conditions determined above, in particular in order to:

- define whether the options shall be subscription or purchase options for shares;
- determine all terms and conditions of the options, in particular the conditions under which such options shall be granted, designate the beneficiaries and establish the number of options allocated to each of them, establish the period or periods for granting the options;
- decide on the terms and conditions under which the price and number of shares to be subscribed shall be adjusted, in the event of financial transactions involving the company’s capital;
- define the periods for suspending the opportunity to exercise the options, in the event of financial transactions involving the company’s capital;
- adjust as necessary the price and number of options granted in accordance with applicable legal provisions, in the event of the company’s financial transactions;
- and generally take all necessary measures, and in particular carry out any and all formalities to effect the related capital increase or increases resulting from the exercise of the options, and amend the Articles of Association accordingly.

This authorization shall be granted for a thirty-eight month period from the date of this meeting and shall cancel any unused amounts otherwise available under the nineteenth resolution of the Combined General Meeting of May 11, 2007.
Resolution presented in accordance with the provisions of Articles L. 2323-67 and R. 2323-14 of the French Labour Code

Resolution A: amendment of the Articles of Association concerning the publication of the internal charters for collective investment funds whose assets make up more than 0.5% of the capital of the Company

The Shareholders’ Meeting, voting under the conditions of quorum and majority required for Extraordinary General Meetings, decided to add a new paragraph to the end of Article 9 of the Articles of Association containing the following text:

“When a collective investment fund governed by Article 214-40 of the Monetary and Financial Code has assets that are more than 0.5% of the capital of the Company, the Company shall publish the internal charters of this collective investment fund on its Internet site.”
Membership of the Board of Directors of TOTAL S.A. during 2009 (1):

**Thierry Desmarest**
64 years old ● Chairman of TOTAL S.A. ● Director of Sanofi-Aventis, Air Liquide, Renault S.A. ● Director of Bombardier Inc (Canada) ● Director of TOTAL S.A. since 1995 and until 2010 ● Holds 380,576 shares.

**Christophe de Margerie**
58 years old ● Chief Executive Officer of TOTAL S.A. ● Appointed Chairman and Chief Executive Officer of Elf Aquitaine ● Director of TOTAL S.A. since 2006 and until 2012 ● Holds 85,230 Total shares and 43,714 shares of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund.

**Patrick Artus**
58 years old ● Independent Director (2) ● Head of the research department at Natixis Group. Associate professor at the Univerity of Paris I Sorbonne and at the École Polytechnique ● Director of IPSOS ● Director of TOTAL S.A. since May 15, 2009 and until 2012 ● Holds 1,000 shares.

**Patricia Barbizet**
54 years old ● Independent Director (2) ● Chief Executive Officer of Artemis ● Vice-President of the PPR Board of Directors ● Director of Air France-KLM, Bouygues, TF1 ● Director of TOTAL S.A. since 2008 and until 2011 ● Holds 1,000 shares.

**Daniel Boeuf**
61 years old ● Director representing employee shareholders ● Training and skills management – Refining & Marketing division until December 31, 2009 ● Elected member of the Supervisory Board of the TOTAL ACTIONNARIAT FRANCE collective investment fund until 2009 ● Director of TOTAL S.A. since 2004 and until December 31, 2009 (in conformity with Article 11 of the Articles of Association) ● Holds 4,396 Total shares and 4,394 shares of the TOTAL ACTIONNARIAT FRANCE collective investment fund.

**Daniel Bouton**
59 years old ● Independent Director (2) ● Honorary Chairman of the Board of Société Générale ● Director of Veolia Environnement ● Director of TOTAL S.A. since 1997 and until 2012 ● Holds 3,200 shares.

**Bertrand Collomb**
67 years old ● Independent Director (2) ● Director of Lafarge, DuPont (United States) ● Director of TOTAL S.A. since 2000 and until 2012 ● Holds 4,712 shares.

**Paul Desmarais Jr.**
55 years old ● Independent Director (2) ● Chairman and Co-Chief Executive Officer of Power Corporation of Canada ● Vice-Chairman and Deputy Managing Director of Pargesa Holding ● Director and member of the Executive Committee of Great-West, Bruxelles Lambert Group, London Insurance Group Inc. ● Director of GDF SUEZ, Lafarge ● Director of TOTAL S.A. since 2002 and until 2011 ● Holds 2,000 ADRs (corresponding to 2,000 shares).

**Bertrand Jacquillat**
65 years old ● Independent Director (2) ● University Professor (France and the United States) ● Co-founder and Chairman and Chief Executive Officer of Associés en Finance ● Member of the Supervisory Board of Klépierre, Presses Universitaires de France (PUF) ● Director of TOTAL S.A. since 1996 and until 2011 ● Holds 3,600 shares.
1. How to take part in the General Meeting?

2. Agenda

3. Summary of resolutions

4. Proposed resolutions

5. Membership of the Board of Directors

6. Information concerning the candidates

7. Total in 2009

8. Request for copies of documents and information

Antoine Jeancourt-Galignani

72 years old ■ Independent Director (2) ■ Former Chairman of Assurances Générales de France ■ Chairman of the Supervisory Board of Euro Disney SCA ■ Director of Kaufman & Broad ■ Director of TOTAL S.A. since 1994 and until May 2009.

Anne Lauvergeon

50 years old ■ Chairman of the Management Board of Areva ■ Director of GDF SUEZ, Vodafone Group Plc. ■ Director of TOTAL S.A. since 2000 and until 2012 ■ Holds 2,000 shares.

Lord Levene of Portsoken

68 years old ■ Independent Director (2) ■ Chairman of Lloyd’s, International Financial Services, General Dynamics UK Ltd. ■ Director of TOTAL S.A. since 2005 and until 2011 ■ Holds 2,000 shares.

Claude Mandil

67 years old ■ Independent Director (2) ■ Former Chairman of the Institut Français du Pétrole ■ Former Executive Director of the International Energy Agency (IEA) ■ Director of TOTAL S.A. since 2008 and until 2011 ■ Holds 1,000 shares.

Michel Pébereau

67 years old ■ Independent Director (2) ■ Chairman of the Board of BNP Paribas ■ Director of Lafarge, Saint Gobain, EADS N.V. ■ Member of the Supervisory Board of AXA ■ Director of TOTAL S.A. since 2000 and until 2012 ■ Holds 2,356 shares.

Thierry de Rudder

60 years old ■ Independent Director (2) ■ Managing Director of Bruxelles Lambert Group ■ Director of GDF SUEZ, Lafarge, Imerys ■ Director of TOTAL S.A. since 1999 and until 2010 ■ Holds 3,956 shares.

Serge Tchuruk

72 years old ■ Independent Director (2) ■ Director of Weather Investment SPA ■ Director of TOTAL S.A. since 1989 and until 2010 ■ Holds 61,060 shares.

Pierre Vaillaud

74 years old ■ Independent Director (2) ■ Former Chairman and Chief Executive Officer of Elf Aquitaine and Technip ■ Member of the Supervisory Board of Oddo et Cie ■ Director of TOTAL S.A. since 2000 and until May 2009.

Directors are elected for a three-year term of office (Article 11 of the Company’s Articles of Association).

(1) Information at December 31, 2009.

(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 10, 2010. Upon the proposal of the Nominating & Governance Committee, the Board notes that the Directors complied with the criteria of independence contained in the AFEP-MEDEF Corporate Governance Code of Listed Corporations, with the exception of one director who has been a director of the Company for a period exceeding the twelve years recommended by this Code. The Board, taking into account the nature of the Company’s industry, with the associated long-term investments and activities, considered that service as a director over a long period corresponds to certain experience and authority that reinforces the independence of a director.

The Board also considered the business dealings between Group companies and the banking institution where the director is member of the Board of Total. The Board deemed that the level of activity between Group companies and the bank concerned, which is less than 0.1% of its banking income and less than 5% of the Group’s total assets, represent neither a material portion of the overall activity of this bank nor a material portion of the Group’s external financing. The Board concluded that the director should be considered as independent director.
Information concerning the candidates proposed at the General Meeting as Director representing employee shareholders (resolutions 10 to 12)

Claude Clément
Born on November 17, 1956 ■ French ■ Actual position: Manager Refining Manufacturing Methods – Refining Manufacturing Department ■ Elected member, representing part holders, of the Supervisory Board of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund ■ Employee in the Group since 1977

■ Holds 520 TOTAL shares and 2,310 parts of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund

Philippe Marchandise
Born on January 31, 1956 ■ Belgian ■ Actual position: Head of the legal Department Corporate Belgium – Secretary of the Board of Directors of PetroFina S.A. ■ Chairman and elected member, representing part holders, of the Supervisory Board of the “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” collective investment fund. ■ Employee in the Group since 1979

■ Holds 1,382 Total shares and 6,030 parts of the “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” collective investment fund.

Mohammed Zaki
Born on March 23, 1953 ■ French ■ Actual position: Vice-President Russia, of Continental Europe and Central Asia Division – Exploration and Production ■ Employee in the Group since 1980

■ Director of Total E&P Tchernomorie, Total E&P Russie, Director and Chief Executive Officer of Total Services Russie

■ Holds 10,200 Total shares and 742 parts of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund
Designation of the candidates for the Director representing employee shareholders:

Mr. Claude Clément was selected as a candidate by the Supervisory Board of the “TOTAL ACTIONNARIAT FRANCE” collective investment fund (71,010,179 Total shares held at December 31, 2009) at its meeting on December 14, 2009 by a majority of affirmative votes of the members of the Supervisory Board present and represented.

Mr. Philippe Marchandise was selected as a candidate by the Supervisory Board of the “TOTAL ACTIONNARIAT INTERNATIONAL CAPITALISATION” collective investment fund (16,267,110 TOTAL shares held at December 31, 2009) at its meeting on October 8, 2009 by a unanimous vote of the members of the Supervisory Board present and represented.

Mr. Mohammed Zaki was selected by the employees with voting rights on an individual basis (4,253,011 Total shares held at December 31, 2009) at the end of the vote counted under a Bailiff control as of January 5, 2010, with the highest number of votes and more of 5 % of the shares held by these employee shareholders in application of Article 11 § 7 of the Company Articles of Association.
## Consolidated accounts

### Group results (in millions of euros)

<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2008</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>131,327</td>
<td>179,976</td>
<td>-27%</td>
</tr>
<tr>
<td>Adjusted operating income from business segments (a)</td>
<td>14,154</td>
<td>28,114</td>
<td>-50%</td>
</tr>
<tr>
<td>Adjusted net operating income from business segments (a)</td>
<td>7,607</td>
<td>13,961</td>
<td>-46%</td>
</tr>
<tr>
<td>Net income (Group share)</td>
<td>8,447</td>
<td>10,590</td>
<td>-20%</td>
</tr>
<tr>
<td>Adjusted net income (Group share) (a)</td>
<td>7,784</td>
<td>13,920</td>
<td>-44%</td>
</tr>
<tr>
<td>Adjusted fully-diluted earnings per share (euros) (a)(b)</td>
<td>3.48</td>
<td>6.20</td>
<td>-44%</td>
</tr>
<tr>
<td>Dividend (euros/share)</td>
<td>2.28</td>
<td>2.28</td>
<td></td>
</tr>
<tr>
<td>Cash flow from operating activities</td>
<td>12,360</td>
<td>18,669</td>
<td>-34%</td>
</tr>
<tr>
<td>Investments (including acquisitions)</td>
<td>13,349</td>
<td>13,640</td>
<td>-2%</td>
</tr>
<tr>
<td>Divestments at selling price</td>
<td>3,081</td>
<td>2,585</td>
<td>+19%</td>
</tr>
</tbody>
</table>

(a) Adjusted income is defined as income using replacement cost, adjusted for special items and excluding Total’s equity share of adjustments and, from 2009, selected items related to Sanofi-Aventis.
(b) Based on the fully-diluted weighted-average number of common shares outstanding during the period.
(c) 2009 dividend is subject to the approval by the Shareholders’ Meeting on May 21, 2010.

### Market environment

<table>
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<tr>
<th></th>
<th>2009</th>
<th>2008</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Exchange rate ($/€)</td>
<td>1.39</td>
<td>1.47</td>
<td>+5%</td>
</tr>
<tr>
<td>Brent ($/b)</td>
<td>61.7</td>
<td>97.3</td>
<td>-37%</td>
</tr>
<tr>
<td>European refining margins ERMI (a) ($/t)</td>
<td>17.8</td>
<td>51.1</td>
<td>-65%</td>
</tr>
</tbody>
</table>

(a) ERMI has replaced TRCV as the European refining margin indicator, as announced by Total on January 15, 2010 in the publication of its 4th quarter indicators. In view of market changes over the past years (particularly in terms of refinery complexity, crude feedstock and product runs) the ERMI should be more representative of the margin on average variable costs for a theoretical European refinery.
Consolidated sales decreased by 27% to 131,327 million euros (M€) in 2009 from 179,976 M€ in 2008.

**Operating income**

Comparing 2009 to 2008, the Upstream environment was marked by a 36% decrease in the average realized liquids price and a 30% decrease in the average realized natural gas price. The ERMI refining margin indicator for Europe fell by 65%. The Chemicals environment was marked by a drop in demand for polymers and specialty chemicals. The euro-dollar exchange rate was 1.39 $/€ in 2009 compared to 1.47 $/€ in 2008.

In this context, the adjusted operating income from the business segments was 14,154 M€, a decrease of 50% compared to 2008.

Adjusted net operating income from the business segments was 7,607 M€ compared to 13,961 M€ in 2008, a decrease of 46%. The smaller decrease, relative to the one in adjusted operating income, is essentially due to the more limited decrease in the contribution from equity affiliates.

**Net income Group share**

Adjusted net income decreased by 44% to 7,784 M€ in 2009 compared to 13,920 M€ in 2008. It excludes the after-tax inventory effect, special items, and the Group’s equity share of adjustments and selected items related to Sanofi-Aventis.

The after-tax inventory effect had a positive impact on net income of 1,533 M€ in 2008 compared to a negative impact of 2,452 M€ in 2008.

The Group’s share of adjustments and selected items related to Sanofi-Aventis had a negative impact on net income of 300 M€ in 2009 and a negative impact on net income of 393 M€ in 2008. Other special items had a negative impact on net income of 570 M€ in 2009 compared to a negative impact of 485 M€ in 2008.

Reported net income (Group share) was 8,447 M€ in 2009 compared to 10,590 M€ in 2008.

The Group did not buy back shares in 2009. On December 31, 2009, there were 2,243.7 million fully-diluted shares compared to 2,235.3 million fully-diluted shares on December 31, 2008.

Adjusted fully-diluted earnings per share, based on 2,237.3 million weighted-average shares was 3.48 euros compared to 6.20 euros in 2008, a decrease of 44%.

**Cash flow**

Cash flow from operating activities was 12,360 M€ in 2009, a decrease of 34% compared to 2008.

Net cash flow\(^{(1)}\) for the Group was 2,092 M€ in 2009 compared to 7,614 M€ in 2008 essentially due to an increase in working capital requirements.

The net-debt-to-equity ratio was 26.6% on December 31, 2009 compared to 22.5% on December 31, 2008.

**Investments - divestments**

Investments, excluding acquisitions and including net investments in equity affiliates and non-consolidated companies, were 12.3 billion euros (G€) in 2009 compared to 11.4 G€ in 2008.

Acquisitions were 743 M€ in 2009.

Assets sales in 2009 were 2.7 G€, consisting essentially of Sanofi-Aventis shares.

**Profitability**

The return on average capital employed (ROACE\(^{(2)}\)) for the full year 2009 was 13% for the Group and 13% for the business segments, compared to 26% and 28%, respectively, for the full year 2008.

Return on equity was 16% in 2009 compared to 32% in 2008.

\(^{(1)}\) Net cash flow = cash flow from operations + divestments – gross investments.

\(^{(2)}\) Based on adjusted net operating income and average capital employed at replacement cost.
Total in 2009

TOTAL S.A. parent Company results and proposed dividend

Net income for TOTAL S.A., the parent Company, was 5,634 M€ in 2009 compared to 6,008 M€ in 2008.

After closing the accounts, the Board of Directors decided to propose at the May 21, 2010 Annual Shareholders Meeting a dividend of 2.28 euros per share for 2009, stable in euros compared to the previous year.

Based on 2009 adjusted net income, Total’s pay-out ratio would be 66%.

Taking into account the interim dividend of 1.14 euro per share paid on November 18, 2009, the remaining 1.14 euro per share would be paid in cash on June 1st, 2010. The ex-dividend date for the remainder of the 2009 dividend would be May 27, 2010.

Overview of the 2009 fiscal year for Total

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, and Specialties which includes rubber processing, resins, adhesives and electroplating activities.

The 2009 oil and gas market environment was marked by a sharp decline in the demand for oil, natural gas and refined products. Crude oil prices, nonetheless, rebounded during the year to average 61.7 dollars per barrel ($/b) thanks to the support from OPEC reductions and the anticipation by the market of an economic recovery. In contrast, natural gas spot prices remained depressed and refining margins fell to historically low levels, under pressure from significant overcapacity. In Chemicals, despite strong demand for polymers in China, the environment was hurt by low margins and a sharp drop in demand in OECD markets.

In this context, Total’s 2009 adjusted net income (3) was 10.9 billion $ (4), a decrease of 47% compared to 2008. The Group’s results for the year were among the most resilient of the major oils. In the fourth quarter, thanks to a 6% increase in Upstream production, higher oil prices and Downstream results that remained slightly positive despite very weak refining margins, adjusted net income rose to 3.1 billion $, an increase of 15% compared to the third quarter.

With its strong balance sheet and financial flexibility, Total has been able to continue its investment program and dividend policy in 2009, while keeping its net-debt-to-equity ratio, in line with its objectives, at 27% at the end of December 2009.

<table>
<thead>
<tr>
<th>Medium-term oil market environment</th>
<th>2009</th>
<th>2008</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dollar-Euro exchange rate</td>
<td>1.39</td>
<td>1.47</td>
<td>+5%</td>
</tr>
<tr>
<td>Brent price (dollar per barrel)</td>
<td>61.7</td>
<td>97.3</td>
<td>-37%</td>
</tr>
<tr>
<td>European refining margins (ERMI)</td>
<td>17.8</td>
<td>51.1</td>
<td>-65%</td>
</tr>
</tbody>
</table>

(3) Adjusted income is defined as income using replacement cost, adjusted for special items and excluding Total’s equity share of adjustments and, from 2009, selected items related to Sanofi-Aventis.

(4) Dollar amounts represent euro amounts converted at the average €-$ exchange rate for the period.
Upstream

Results
Over the full-year 2009, adjusted net operating income from the Upstream segment was €6,382 M compared to €10,724 M in 2008, a decrease of 40%. This decrease was essentially due to lower hydrocarbon prices.

Profitability
The return on average capital employed (ROACE) for the Upstream segment was 18% in 2009 compared to 36% in 2008.

Hydrocarbon production
For the full year 2009, hydrocarbon production was 2,281 thousand equivalent barrels per day (kboe/d) compared to 2,341 kboe/d in 2008 a decrease of 2.6%, mainly as a result of:
- + 2% from ramp-ups and start-ups of new fields net of the normal decline;
- + 1.5% from the price effect (impact of changing hydrocarbon prices on entitlement volumes);
- - 3% for OPEC reductions and lower gas demand;
- - 1% for disruptions in Nigeria related to security issues;
- - 2% for changes in the portfolio essentially in Venezuela and Libya.

Excluding the impact of OPEC reductions, production was stable compared to 2008.

Year-end 2009 hydrocarbon reserves
Proved reserves based on Securities & Exchange Commission (SEC) rules (Brent at 59.91 $/b), were 10,483 Mboe at December 31, 2009. At the 2009 average rate of production, the reserve life is more than twelve years.

The 2009 reserve replacement rate (5) based on SEC rules, was 103%. Excluding acquisitions and divestments, the reserve replacement rate was 93%.

At year-end 2009, Total has a solid and diversified portfolio of proved and probable reserves (6) representing 20 Bboe, or more than a 20-year reserve life based on the 2009 average production rate, and resources (7) representing more than a 40 year reserve life.

Downstream

Results
For the full-year 2009, adjusted net operating income from the Downstream segment was €953 M compared to €2,569 M in 2008, a decrease of 63%. This result reflects essentially the significantly weaker refining environment.

Profitability
Return on average capital employed (ROACE) for the Downstream segment was 7% in 2009 compared to 20% in 2008.

Refinery throughput - product sales
For the full-year 2009, refinery throughput decreased by 9% to 2,151 kb/d from 2,362 kb/d in 2008.

The utilization rate based on crude was 78% in 2009, compared to 88% in 2008, reflecting the voluntary throughput reductions in the Group’s refineries. Five refineries had scheduled turnarounds for maintenance in 2009 compared to six in 2008. Turnaround activity in 2010 is expected to be lower than in 2009.

Refined product sales were 3,616 kb/d in 2009.

Chemicals

Results
For the full-year 2009, adjusted net operating income from the Chemicals segment was €272 M, compared to €668 M in 2008, a decrease of 59%. This decrease reflects the significantly weaker environment for Base chemicals and, to a lesser degree, lower sales and results from the Specialties.

Profitability
The return on average capital employed (ROACE) for the Chemicals segment was 4% in 2009 compared to 9% in 2008.

(5) Change in reserves excluding production (i.e. revisions + discoveries, extensions + acquisitions – divestments) / production for the period. In an environment with a constant 36.55 $/b oil price, excluding acquisitions and divestments, the reserve replacement rate would be 97%.
(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 60 $/b Brent environment, including projects developed by mining.
(7) Proved and probable reserves plus contingent resources (potential average recoverable reserves from known accumulations - Society of Petroleum Engineers – 03/07).
### 2010 Sensitivities to the market environment (a)

<table>
<thead>
<tr>
<th>Market parameters</th>
<th>Scenario</th>
<th>Change</th>
<th>Estimated impact on adjusted operating income</th>
<th>Estimated impact on adjusted net operating income</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dollar ($)</td>
<td>1.40 $/€</td>
<td>+0.10 $ par €</td>
<td>-1.1 B€</td>
<td>-0.6 B€</td>
</tr>
<tr>
<td>Brent</td>
<td>60 $/b</td>
<td>+1 $/b</td>
<td>+0.25 B€</td>
<td>+0.11 B€</td>
</tr>
<tr>
<td>European refining margins (ERMI)</td>
<td>15 $/t</td>
<td>+1 $/t</td>
<td>+0.07 B€</td>
<td>+0.05 B€</td>
</tr>
</tbody>
</table>

*B€*: billion euros  
*B$: billion dollars  

(a) Sensitivities revised once per year upon publication of the previous year’s fourth quarter results. The impact of the $/€ sensitivity on adjusted operating income and adjusted net operating income attributable to the Upstream segment are approximately 80% and 75% respectively, and the remaining impact of the $/€ sensitivity is essentially in the Downstream segment.

### Outlook

In the **Upstream**, 2010 production is expected to increase thanks to the ramp-up on projects started up in 2009. Total will continue to build on its large and diversified portfolio, its recognized expertise in project management and cost control. Following the launch of the Surmont Phase II project announced in January, Total expects to launch several other major projects, including CLOV in Angola, Laggan/Tormore in the United Kingdom, and Ofon II and Egina in Nigeria.

In the **Downstream and Chemicals**, the Group plans to continue to adapt its activities in mature areas and reinforce its portfolio in growing markets, notably with the construction of the Jubail refinery and the benefit from the start-up of a new ethane cracker in Qatar.

The Group is continuing to pursue its growth policy in 2010 with an investment budget of $18 billion\(^{8}\), stable compared to the 2009 budget; 80% of the investments will be dedicated to the Upstream.

In addition, Total intends to divest non-strategic assets, in particular through the progressive sale of its shares in Sanofi-Aventis and a project to sell Mapa-Spontex, a subsidiary in its Specialty chemicals sector. Based on this, the Group maintains its net-debt-to-equity ratio objective of around 25-to-30%. Total is confident in its ability to maintain its dividend policy.

\(^{8}\) Including net investments in equity affiliates and non consolidated companies, excluding acquisitions, based on 1€ = 1.40 $ for 2010.
Five year financial summary and income allocation

<table>
<thead>
<tr>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock (thousands of euros)</td>
<td>5,871,057</td>
<td>5,929,520</td>
<td>5,988,830</td>
<td>6,064,420</td>
<td>6,151,163</td>
</tr>
<tr>
<td>Number of shares of common stock outstanding (a)</td>
<td>2,348,422,884</td>
<td>2,371,808,074</td>
<td>2,395,532,097</td>
<td>2,425,767,953</td>
<td>615,116,296</td>
</tr>
<tr>
<td>Potential number of shares for issue</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Share subscription options (a)</td>
<td>45,828,769</td>
<td>42,965,666</td>
<td>39,440,217</td>
<td>36,044,355</td>
<td>7,675,549</td>
</tr>
<tr>
<td>• Elf Aquitaine options and shares covered by the exchange guarantee (a)</td>
<td>-</td>
<td>610,086</td>
<td>841,776</td>
<td>1,158,900</td>
<td>361,742</td>
</tr>
</tbody>
</table>

| II - OPERATIONS AND INCOME FOR THE YEAR (thousands of euros) | | | | | |
| Net commercial sales | 6,246,165 | 9,970,955 | 7,904,504 | 8,549,605 | 7,009,551 |
| Employee profit sharing | 35,000 | 42,000 | 38,000 | 30,000 | 25,000 |
| Net income | 5,633,681 | 6,007,609 | 5,778,925 | 5,252,106 | 4,142,954 |
| Retained earnings brought forward | 4,114,277 | 3,416,997 | 2,496,875 | 1,671,091 | 1,458,996 |
| Income available for appropriation | 9,747,958 | 9,424,606 | 8,275,800 | 6,923,197 | 5,601,950 |
| • Dividends (including interim dividends) | 5,354,404 | 5,407,722 | 4,983,591 | 4,503,181 | 4,005,394 |
| • Retained earnings | 4,393,554 | 4,016,884 | 3,292,209 | 2,420,016 | 1,596,556 |

| III - EARNINGS PER SHARE (euros) | | | | | |
| Income after tax, before depreciation, amortization and provisions (b)(h) | 2.68 | 2.87 | 3.06 | 2.38 | 7.29 |
| Net income (b)(h) | 2.52 | 2.67 | 2.54 | 2.27 | 7.02 |
| Net dividend per share (b) | 2.28 | 2.28 | 2.07 | 1.87 | 6.48 |

| IV - PERSONNEL (thousands of euros except for the number of employees) | | | | | |
| Average number of employees during the year (c) | 6,595 | 6,311 | 6,027 | 5,731 | 5,459 |
| Total payroll for the year | 881,515 | 666,686 | 605,374 | 561,524 | 511,775 |
| Social security and other staff benefits | 312,973 | 282,040 | 258,875 | 245,755 | 236,352 |

(a) On May 18, 2006, the nominal value of shares was divided by 4.
(b) Earnings per share are calculated on the basis of the weighted average number of common shares and common share equivalents outstanding during the year, excluding treasury shares and shares held by subsidiaries.
Let us reduce CO₂ emissions!

Documents indicated by the French Commercial Code are accessible on the Group website

www.total.com/Investors/Annual Shareholders’ Meetings/2010/

It is however possible to you to receive these documents by mail before the General Meeting, with the request below addressed to BNP Paribas Securities Services.

REQUEST FOR COPIES OF DOCUMENTS AND INFORMATION
(as indicated in Article R. 225-83 of the French Commercial Code)

I the undersigned,

Last Name, First Name: ............................................................................................................................................

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 May 21, 2010, as indicated in Article R. 225-81 of the French Commercial Code, 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 me and prior to the Combined General Meeting(1), the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at ....................................................., on .......................... 2010

Signature:

(1) In accordance with the provisions of Articles R. 225-81 and R. 225-88 of the French Commercial Code, any shareholder in possession of registered shares may, by a single request, obtain from the Company the documents and information referred to under Articles R. 225-81 and R. 225-88 of the French Commercial Code on the occasion of each Meeting held subsequently to the Meeting designated above (depending upon the type of Meeting, Article R. 225-83 refers specifically to information about 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.

Mail to: BNP Paribas Securities Services – G.C.T. Meetings Department – Les Grands Moulins de Pantin
9 rue du Débarcadère – 93761 Pantin codex – France – Fax number: 33 (0)1 55 77 95 01
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