

**FIRST SUPPLEMENT DATED 13 AUGUST 2019
TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS DATED 20 MAY 2019**



**TOTAL S.A.,
TOTAL CAPITAL,
TOTAL CAPITAL CANADA LTD.
and
TOTAL CAPITAL INTERNATIONAL
€35,000,000,000
Euro Medium Term Note Programme
Due from seven days from the date of original issue**

This supplement (the “**First Supplement**”) is supplemental to, and should be read in conjunction with, the Debt Issuance Programme Prospectus dated 20 May 2019 (the “**Debt Issuance Programme Prospectus**”), which has been prepared by Total S.A., Total Capital, Total Capital International and Total Capital Canada Ltd. (the “**Issuer**” or “**Issuers**”, as the case may be) in relation to the €35,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Debt Issuance Programme Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) granted the Debt Issuance Programme Prospectus visa no. 19-215 on 20 May 2019.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority in France pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France. Unless the context otherwise requires, terms defined in the Debt Issuance Programme Prospectus shall have the same meaning when used in this First Supplement.

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into this First Supplement and (b) any statement in, or incorporated by reference in the Debt Issuance Programme Prospectus, the statements referred to in (a) above will prevail.

This First Supplement constitutes a supplement to the Debt Issuance Programme Prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared in accordance with Article 16(1) of the Prospectus Directive and Article 212-25 of the AMF’s *Règlement Général* for the purpose of, *inter alia*:

- (a) incorporating by reference (i) the Half-Year Financial Report for Total S.A. containing its unaudited half-yearly financial statements including notes as at, and for the six-month period ended, 30 June 2019, and (ii) the unaudited half-yearly financial statements including notes as at, and for the six-month period ended, 30 June 2019 for each of Total Capital, Total Capital Canada Ltd. and Total Capital International;
- (b) updating the summary section in English, the *Résumé en français* section in French and the sections entitled “Description of Total”, “Total Capital Financial Statements”, “Total Capital Canada Financial Statements” and “Total Capital International Financial Statements” to reflect such updated financial information and debt securities issues; and
- (c) updating the General Information section.

Copies of this First Supplement (a) may be obtained, free of charge, at the registered office of Total during normal business hours, (b) will be available on the website of Total (www.total.com), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available for collection free of charge on any weekday (Saturdays, Sundays and public holidays excepted) at the specified offices of the Fiscal Agent and each Paying Agent during normal business hours so long as any of the Notes are outstanding.

In relation to any offer of Notes to the public, and provided that the conditions of Article 16(2) of the Prospectus Directive are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this First Supplement is published have the right, according to Article 16(2) of the Prospectus Directive, to withdraw their acceptances within a time limit of two (2) working days after the publication of this First Supplement, *i.e.* until 15 August 2019.

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SUMMARY

The section entitled “Qualifications in the auditors’ report” in part B.10 of the Summary on page 10 of the Debt Issuance Programme Prospectus is hereby supplemented with the following:

“B.10	Qualifications in the auditors’ report	<p>There were no qualifications in the statutory auditors’ limited review report on the half-yearly financial information for Total for the six-month period ended 30 June 2019.</p> <p>There were no qualifications in the statutory auditors’ limited review report on the half-yearly financial information for the six-month period ended 30 June 2019 for Total Capital.</p> <p>There were no qualifications in the statutory auditors’ limited review report on the half-yearly financial information for the six-month period ended 30 June 2019 for Total Capital Canada Ltd.</p> <p>There were no qualifications in the statutory auditors’ limited review report on the half-yearly financial information for the six-month period ended 30 June 2019 for Total Capital International.”</p>
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The section entitled “Selected financial information/no material adverse change and no significant change statements” in part B.12 of the Summary on pages 10 to 12 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

“B.12	Selected financial information/no material adverse change and no significant change statements	<p>Total</p> <p>The following table shows Total’s key figures relating to the income statement and balance sheet (consolidated figures) as at, and for the years ended, 31 December 2018 and 2017 and as at, and for the six-month periods ended, 30 June 2019 and 30 June 2018.</p> <p>There has been no significant change in the financial or trading position of Total since 30 June 2019 and no material adverse change in the prospects of Total since 31 December 2018.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: center;">As at/for the six-month period ended 30 June 2019 (unaudited)</th> <th style="text-align: center;">As at/for the six-month period ended 30 June 2018 (unaudited)</th> <th style="text-align: center;">As at/for the year ended 31 December 2018 (audited)</th> <th style="text-align: center;">As at/for the year ended 31 December 2017 (audited)</th> </tr> </thead> <tbody> <tr> <td><i>In millions of U.S. dollars</i></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Total Assets.....</td> <td style="text-align: right;">267,500</td> <td style="text-align: right;">252,005</td> <td style="text-align: right;">256,762</td> <td style="text-align: right;">242,631</td> </tr> <tr> <td>Net Income for the period</td> <td style="text-align: right;">5,944</td> <td style="text-align: right;">6,283</td> <td style="text-align: right;">11,550</td> <td style="text-align: right;">8,299</td> </tr> <tr> <td>Share Capital</td> <td style="text-align: right;">8,301</td> <td style="text-align: right;">8,305</td> <td style="text-align: right;">8,227</td> <td style="text-align: right;">7,882</td> </tr> </tbody> </table> <p>Total Capital</p> <p>The following table shows Total Capital’s key figures related to the income statement and balance sheet (non-consolidated figures) as at, and for the years ended, 31 December 2018 and 2017 and as at, and for the six-month period ended, 30 June 2019.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: center;">As at/for the six-month period ended 30 June 2019 (unaudited)</th> <th style="text-align: center;">As at/for the year ended 31 December 2018 (audited)</th> <th style="text-align: center;">As at/for the year ended 31 December 2017 (audited)</th> </tr> </thead> <tbody> <tr> <td><i>In thousands of euros</i></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Total Assets.....</td> <td style="text-align: right;">8,215,621</td> <td style="text-align: right;">7,693,670</td> <td style="text-align: right;">7,600,782</td> </tr> </tbody> </table>		As at/for the six-month period ended 30 June 2019 (unaudited)	As at/for the six-month period ended 30 June 2018 (unaudited)	As at/for the year ended 31 December 2018 (audited)	As at/for the year ended 31 December 2017 (audited)	<i>In millions of U.S. dollars</i>					Total Assets.....	267,500	252,005	256,762	242,631	Net Income for the period	5,944	6,283	11,550	8,299	Share Capital	8,301	8,305	8,227	7,882		As at/for the six-month period ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)	As at/for the year ended 31 December 2017 (audited)	<i>In thousands of euros</i>				Total Assets.....	8,215,621	7,693,670	7,600,782
	As at/for the six-month period ended 30 June 2019 (unaudited)	As at/for the six-month period ended 30 June 2018 (unaudited)	As at/for the year ended 31 December 2018 (audited)	As at/for the year ended 31 December 2017 (audited)																																			
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<i>In thousands of euros</i>																																							
Total Assets.....	8,215,621	7,693,670	7,600,782																																				

Net Income for the period	(2,201)	6,375	1,244
Share Capital	300	300	300

There has been no significant change in the financial or trading position of Total Capital since 30 June 2019 and no material adverse change in the prospects of Total Capital since 31 December 2018.

Total Capital Canada

The following table shows Total Capital Canada's key figures related to the income statement and balance sheet (non-consolidated figures) as at, and for the years ended, 31 December 2018 and 2017 and as at, and for the six-month period ended, 30 June 2019.

<i>In thousands of U.S. dollars</i>	As at/for the six-month period ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)	As at/for the year ended 31 December 2017 (audited)
Total Assets	10,998,768	10,852,335	9,812,432
Net Income for the period.....	(269)	55	26
Share Capital	50	50	50

There has been no significant change in the financial or trading position of Total Capital Canada since 30 June 2019 and no material adverse change in the prospects of Total Capital Canada since 31 December 2018.

Total Capital International

The following table shows Total Capital International's key figures related to the income statement and balance sheet (non-consolidated figures) as at, and for the years ended, 31 December 2018 and 2017 and as at, and for the six-month period ended, 30 June 2019.

<i>In thousands of euros</i>	As at/for the six-month period ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)	As at/for the year ended 31 December 2017 (audited)
Total Assets	24,651,027	23,333,269	20,872,436
Net Income for the period.....	3,786	7,411	6,766
Share Capital	300	300	300

There has been no significant change in the financial or trading position of Total Capital International since 30 June 2019 except as otherwise disclosed herein. There has been no material adverse change in the prospects of Total Capital International since 31 December 2018.

		<p>The non-consolidated (statutory) financial statements of each of Total Capital, Total Capital Canada and Total Capital International are prepared in accordance with local GAAP (Generally Accepted Accounting Principles) and the consolidated financial statements of Total are prepared in accordance with IFRS as issued by the IASB (International Accounting Standard Board) and as adopted by the European Union. The audited financial information has been extracted from the relevant audited financial report and the unaudited financial information from the relevant first half year financial report in the case of Total and the first half year financial statements in the case of Total Capital, Total Capital Canada and Total Capital International.”</p>
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RÉSUMÉ EN FRANÇAIS

The section entitled “*Réserves contenues dans le rapport des Commissaires aux comptes*” in part B.10 of the *Résumé en français* on pages 32 to 33 of the Debt Issuance Programme Prospectus is hereby supplemented with the following:

B.10	Réserves contenues dans le rapport des Commissaires aux comptes	<p>Le rapport d’examen limité des commissaires aux comptes sur l’information financière semestrielle de Total pour la période close le 30 juin 2019 ne contient pas de réserves.</p> <p>Le rapport d’examen limité des commissaires aux comptes sur l’information financière semestrielle pour la période close le 30 juin 2019 de Total Capital ne contient pas de réserves.</p> <p>Le rapport d’examen limité des commissaires aux comptes sur l’information financière semestrielle pour la période close le 30 juin 2019 de Total Capital Canada ne contient pas de réserves.</p> <p>Le rapport d’examen limité des commissaires aux comptes sur l’information financière semestrielle pour la période close le 30 juin 2019 de Total Capital International ne contient pas de réserves.”</p>
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The section entitled “*Informations financières sélectionnées/absence de détérioration significative et de changement significatif des états financiers*” in part B.12 of the *Resumé en français* on pages 33 to 35 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

B.1 2	Informations financières sélectionnées/absence de détérioration significative et de changement significatif des états financiers	<p>Total</p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres consolidés) de Total aux, et pour les exercices clos les 31 décembre 2018 et 2017 et les périodes closes le 30 juin 2019 et le 30 juin 2018.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: center;">Au/pour la période close le 30 juin 2019 (non-audité)</th> <th style="text-align: center;">Au/pour la période close le 30 juin 2018 (non-audité)</th> <th style="text-align: center;">Au/pour l’année finissant le 31 décembre 2018 (audité)</th> <th style="text-align: center;">Au/pour l’année finissant le 31 décembre 2017 (audité)</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;"><i>en millions de dollars U.S.</i></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Total du Bilan.....</td> <td style="text-align: right;">267 500</td> <td style="text-align: right;">252 005</td> <td style="text-align: right;">256 762</td> <td style="text-align: right;">242 631</td> </tr> <tr> <td>Résultat Net pour la période.....</td> <td style="text-align: right;">5 944</td> <td style="text-align: right;">6 283</td> <td style="text-align: right;">11 550</td> <td style="text-align: right;">8 299</td> </tr> <tr> <td>Capital Social</td> <td style="text-align: right;">8 301</td> <td style="text-align: right;">8 305</td> <td style="text-align: right;">8 227</td> <td style="text-align: right;">7 882</td> </tr> </tbody> </table> <p>Aucun changement significatif de la situation financière ou commerciale de Total n’est survenu depuis le 30 juin 2019 ni aucune détérioration significative n’a affecté les perspectives de Total depuis le 31 décembre 2018.</p> <p>Total Capital</p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non consolidés) de Total Capital aux, et pour les exercices clos les 31 décembre 2018 et 2017 et la période close le 30 juin 2019.</p>		Au/pour la période close le 30 juin 2019 (non-audité)	Au/pour la période close le 30 juin 2018 (non-audité)	Au/pour l’année finissant le 31 décembre 2018 (audité)	Au/pour l’année finissant le 31 décembre 2017 (audité)	<i>en millions de dollars U.S.</i>					Total du Bilan.....	267 500	252 005	256 762	242 631	Résultat Net pour la période.....	5 944	6 283	11 550	8 299	Capital Social	8 301	8 305	8 227	7 882
	Au/pour la période close le 30 juin 2019 (non-audité)	Au/pour la période close le 30 juin 2018 (non-audité)	Au/pour l’année finissant le 31 décembre 2018 (audité)	Au/pour l’année finissant le 31 décembre 2017 (audité)																							
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Capital Social	8 301	8 305	8 227	7 882																							

<i>en milliers d'euros</i>	Au/pour la période close le 30 juin 2019 (non-audité)	Au/pour l'année finissant le 31 décembre 2018 (audité)	Au/pour l'année finissant le 31 décembre 2017 (audité)
Total du Bilan	8 215 621	7 693 670	7 600 782
Résultat Net pour la période	(2 201)	6 375	1 244
Capital Social.....	300	300	300

Aucun changement significatif de la situation financière ou commerciale de Total Capital n'est survenu depuis le 30 juin 2019 ni aucune détérioration significative n'a affecté les perspectives de Total Capital depuis le 31 décembre 2018.

Total Capital Canada

Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non consolidés) de Total Capital Canada aux, et pour les exercices clos les 31 décembre 2018 et 2017 et la période close le 30 juin 2019.

<i>en milliers de dollars U.S.</i>	Au/pour la période close le 30 juin 2019 (non-audité)	Au/pour l'année finissant le 31 décembre 2018 (audité)	Au/pour l'année finissant le 31 décembre 2017 (audité)
Total du Bilan	10 998 768	10 852 335	9 812 432
Résultat Net pour la période	(269)	55	26
Capital Social.....	50	50	50

Aucun changement significatif de la situation financière ou commerciale de Total Capital Canada n'est survenu depuis le 30 juin 2019, ni aucune détérioration significative n'a affecté les perspectives de Total Capital Canada depuis le 31 décembre 2018.

Total Capital International

Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non consolidés) de Total Capital International aux, et pour les exercices clos les 31 décembre 2018 et 2017 et la période close le 30 juin 2019.

<i>en milliers d'euros</i>	Au/pour la période close le 30 juin 2019 (non- audité)	Au/pour l'année finissant le 31 décembre 2018 (audité)	Au/pour l'année finissant le 31 décembre 2017 (audité)
Total du Bilan.....	24 651 027	23 333 269	20 872 436
Résultat Net pour la période	3 786	7 411	6 766
Capital Social	300	300	300

		<p>Aucun changement significatif de la situation financière ou commerciale de Total Capital International n'est survenu depuis le 30 juin 2019 sauf indication contraire dans les présentes. Aucune détérioration significative n'a affecté les perspectives de Total Capital International depuis le 31 décembre 2018.</p> <p>Les comptes sociaux annuels de Total Capital, Total Capital Canada et Total Capital International ont été préparés selon les normes comptables nationales qui leurs sont applicables (<i>local Generally Accepted Accounting Principles</i>) et les comptes consolidés de Total ont été préparés selon les normes IFRS telles que publiées par le IASB (<i>International Accounting Standard Board</i>) et adoptées par l'Union Européenne. Les informations financières auditées ont été extraites des rapports financiers audités et les informations financières non auditées ont été extraites du rapport financier semestriel de Total et des comptes semestriels pertinents de Total Capital, Total Capital Canada et Total Capital International.”</p>
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DOCUMENTS INCORPORATED BY REFERENCE

Paragraph (e) of the section entitled “Documents Incorporated By Reference” on page 68 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

“(e) the sections referred to in the tables below included in (i) the English language Financial Report of Total for the first half 2019 including the unaudited consolidated interim financial statements and review report for the six-month period ended 30 June 2019 of Total (the “**Total First Half 2019 Financial Report**”), (ii) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2019 of Total Capital (the “**Total Capital First Half 2019 Financial Report**”), (iii) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2019 of Total Capital Canada (the “**Total Capital Canada First Half 2019 Financial Report**”) and (iv) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2019 of Total Capital International (the “**Total Capital International First Half 2019 Financial Report**”);”

The table entitled “Information incorporated by reference in relation to Total and the Group” in the section entitled “Documents Incorporated by Reference” on pages 70 to 74 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL AND THE GROUP

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
3.	Selected Financial Information			
3.1	Selected historical financial information regarding the issuer, presented, for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information. The selected historical financial information must provide key figures that summarise the financial condition of the issuer.	-	7 to 9 and 15 to 21	3, 5 to 8
4.	Risk Factors Prominent disclosure of risk factors that may affect the issuer’s ability to fulfil its obligations under the securities to investors in a section headed “Risk Factors”.	-	74 to 86	13
5.	Information about the Issuer			
5.1	<u>History and development of the Issuer:</u>	-	9 to 13 and 26 to 29	
5.1.1	the legal and commercial name of the issuer;	-	26 to 27, 226 and 244	
5.1.2	the place of registration of the issuer and its registration number;	-	26 to 27, 226 and 244	
5.1.3	the date of incorporation and the length of life of the issuer, except where indefinite;	-	26 to 27, 226 and 244	
5.1.4	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office);	-	26 to 27, 226 and 244	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
5.1.5	any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.	-	13 to 22, 26 to 27 and 32 to 72	4
5.2	<u>Investments:</u>	-	23 and 68 and 69	4, 8 and 24
5.2.1	A description of the principal investments made since the date of the last published financial statements.	-	23 and 68 and 69	4, 8 and 24
5.2.2	Information concerning the issuer's principal future investments, on which its management bodies have already made firm commitments.	-	69	4, 8 and 24
5.2.3	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.2.2.	-	69 and 239 and 240	4, 8 and 24
6.	Business Overview			
6.1	<u>Principal activities:</u>	-	7 to 8 and 32 to 67	
6.1.1	A description of the issuer's principal activities stating the main categories of products sold and/or services performed; and	-	7 to 8 and 32 to 67	
6.1.2	an indication of any significant new products and/or activities.	-	7 to 8, 15 to 22 and 32 to 67	
6.2	<u>Principal markets:</u> A brief description of the principal markets in which the issuer competes.	-	7 to 8 and 32 to 67	
6.3	The basis for any statements made by the issuer regarding its competitive position.	-	4, 32 to 67 and 72	
7.	Organisational Structure			
7.1	If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	-	28 to 29 and 320 to 339	
7.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	-	28 to 29 and 320 to 339	
8.	Trend Information			
8.1	Include a statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements. In the event that the issuer is unable to make such a statement, provide details of this material adverse change.		22	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
8.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.		22, 68 to 72 and 74 to 86	13
9.	Profit Forecasts or Estimates If an issuer chooses to include a profit forecast or a profit estimate, the registration document must contain the information items 9.1 and 9.2:			
9.1	A statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate. There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; the assumptions must be readily understandable by investors, be specific and precise and not relate to the general accuracy of the estimates underlying the forecast.		Not Applicable	
9.2	A report prepared by independent accountants or auditors must be included stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the issuer.	-	Not Applicable	
9.3	The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.	-	Not Applicable	
10.	Administrative, Management, and Supervisory Bodies			
10.1	Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer:	-	112 to 144	
	(a) members of the administrative, management or supervisory bodies;	-	112 to 144	
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	-	Not Applicable	
10.2	<u>Administrative, Management, and Supervisory bodies conflicts of interests</u> Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 10.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.	-	121 to 123 and 143 to 144	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
11.	Board Practices			
11.1	Details relating to the issuer's audit committee, including the names of committee members and a summary of the terms of reference under which the committee operates.		132 to 134	
11.2	A statement as to whether or not the issuer complies with its country's of incorporation corporate governance regime(s). In the event that the issuer does not comply with such a regime a statement to that effect must be included together with an explanation regarding why the issuer does not comply with such regime.		145	
12.	Major Shareholders			
12.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	-	235 to 237 and 246	
12.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	-	Not Applicable	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)	Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
13. Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses			
13.1 <u>Historical Financial Information</u> Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements. The most recent year's historical financial information must be presented and prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements. If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. This historical financial information must be audited. If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least:			
(a) balance sheet;	240	256	20
(b) income statement;	238 to 239	254 and 255	16 and 17
(c) cash flow statement; and	241	257	21
(d) accounting policies and explanatory notes.	243 to 341	261 to 360	24 to 38
The historical annual financial information must have been independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.	231, 234 to 237	247, 250 to 253 and 254 to 257	15

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
13.2	<u>Financial statements</u> If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	238 to 341	250 to 360	16 to 38
13.3	<u>Auditing of historical annual financial information</u>			
13.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	234 to 237	250 to 253	Not Applicable
13.5	<u>Interim and other financial information</u>			
13.5.1	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	Not Applicable	Not Applicable	15
14.	Additional Information			
14.1	<u>Share Capital</u>			
14.1.1	The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	-	242 to 243	
14.2	<u>Memorandum and Articles of Association</u>			
14.2.1	The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.	-	244 to 246	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) in the Total 2017 RD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total First Half 2019 Financial Report
15.	Material Contracts A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligation to security holders in respect of the securities being issued.	-	Not Applicable	
16	Third Party Information and Statement by Experts and Declarations of Any Interest			
16.1	Where a statement or report attributed to a person as an expert is included in the Registration Document, provide such person's name, business address, qualifications and material interest if any in the issuer. If the report has been produced at the issuer's request a statement to that effect that such statement or report is included, in the form and context in which it is included, with the consent of that person who has authorised the contents of that part of the Registration Document.	-	Not Applicable	
16.2	Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, the issuer shall identify the source(s) of the information.	-	Not Applicable	

The table entitled "Information incorporated by reference in relation to Total Capital" in the section entitled "Documents Incorporated by Reference" on pages 75 to 76 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

"INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL CAPITAL

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital First Half 2019 Financial Report
4.	Risk Factors Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".		74 to 86 of the Total 2018 RD	
9.	Profit Forecasts or Estimates If an issuer chooses to include a profit forecast or a profit estimate, the registration document must contain the information items 9.1 and 9.2:			

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital First Half 2019 Financial Report
9.1	<p>A statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate.</p> <p>There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; the assumptions must be readily understandable by investors, be specific and precise and not relate to the general accuracy of the estimates underlying the forecast.</p>	Not Applicable	Not Applicable	
9.2	<p>A report prepared by independent accountants or auditors must be included stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the issuer.</p>	Not Applicable	Not Applicable	
9.3	<p>The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.</p>	Not Applicable	Not Applicable	
13.	Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses			

<p style="text-align: center;">INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)</p>	<p style="text-align: center;">Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors)</p>	<p style="text-align: center;">Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)</p>	<p style="text-align: center;">Page Reference(s) in the Total Capital First Half 2019 Financial Report</p>
<p>13.1 <u>Historical Financial Information</u></p> <p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.</p> <p>The most recent year's historical financial information must be presented and prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.</p> <p>If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. This historical financial information must be audited.</p>			
<p>If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least:</p>			
<p>(a) balance sheet;</p>	10	10	7
<p>(b) income statement;</p>	12	12	9
<p>(c) cash flow statement; and</p>	14	14	11
<p>(d) accounting policies and explanatory notes.</p>	17 to 26	18 to 26	14 to 15
<p>The historical annual financial information must have been independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.</p>	2 to 6	2 to 6	2 to 3

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital First Half 2019 Financial Report
13.2	<u>Financial statements</u> If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	10 to 26	10 to 26	7 to 15
13.3	<u>Auditing of historical annual financial information</u>			
13.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	2 to 6	2 to 6	Not Applicable
13.5	<u>Interim and other financial information</u>			
13.5.1	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	Not Applicable	Not Applicable	2 to 3

The table entitled “Information incorporated by reference in relation to Total Capital International” in the section entitled “Documents Incorporated by Reference” on pages 77 to 78 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL CAPITAL INTERNATIONAL

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial First Half 2019 Financial Report
4.	Risk Factors Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".		74 to 86 of the Total 2018 RD	
9.	Profit Forecasts or Estimates If an issuer chooses to include a profit forecast or a profit estimate, the registration document must contain the information items 9.1 and 9.2:			
9.1	A statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate. There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; the assumptions must be readily understandable by investors, be specific and precise and not relate to the general accuracy of the estimates underlying the forecast.	Not Applicable	Not Applicable	
9.2	A report prepared by independent accountants or auditors must be included stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the issuer.	Not Applicable	Not Applicable	
9.3	The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.	Not Applicable	Not Applicable	

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial First Half 2019 Financial Report
13.	Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses			
13.1	<p><u>Historical Financial Information</u></p> <p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.</p> <p>The most recent year's historical financial information must be presented and prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.</p> <p>If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. This historical financial information must be audited.</p> <p>If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least:</p>			
	(a) balance sheet;	10	10	7
	(b) income statement;	12	12	9
	(c) cash flow statement; and	14	14	11
	(d) accounting policies and explanatory notes.	17 to 24	18 to 25	14 to 15

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital International First Half 2019 Financial Report
	The historical annual financial information must have been independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.	2 to 6	2 to 6	2 to 3
13.2	<u>Financial statements</u> If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	10 to 24	10 to 25	7 to 15
13.3	<u>Auditing of historical annual financial information</u>			
13.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	2 to 6	2 to 6	Not Applicable
13.5	<u>Interim and other financial information</u>			
13.5.1	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	Not Applicable	Not Applicable	2 to 3

The table entitled “Information incorporated by reference in relation to Total Capital Canada” in the section entitled “Documents Incorporated by Reference” on pages 78 to 79 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL CAPITAL CANADA

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada First Half 2019 Financial Report
4.	Risk Factors Prominent disclosure of risk factors that may affect the issuer’s ability to fulfil its obligations under the securities to investors in a section headed “Risk Factors”.		74 to 86 of the Total 2018 RD	
9.	Profit Forecasts or Estimates If an issuer chooses to include a profit forecast or a profit estimate, the registration document must contain the information items 9.1 and 9.2:			
9.1	A statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate. There must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; the assumptions must be readily understandable by investors, be specific and precise and not relate to the general accuracy of the estimates underlying the forecast.	Not Applicable	Not Applicable	
9.2	A report prepared by independent accountants or auditors must be included stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the issuer.	Not Applicable	Not Applicable	
9.3	The profit forecast or estimate must be prepared on a basis comparable with the historical financial information.	Not Applicable	Not Applicable	
13.	Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses			

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada First Half 2019 Financial Report
13.1	<p><u>Historical Financial Information</u></p> <p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.</p> <p>The most recent year's historical financial information must be presented and prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.</p>			
	<p>If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. This historical financial information must be audited.</p> <p>If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least:</p>			
	(a) balance sheet;	4	4	3
	(b) income statement;	5	5	4
	(c) cash flow statement; and	7	7	6
	(d) accounting policies and explanatory notes.	8 to 23	8 to 24	7 to 22
	The historical annual financial information must have been independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.	2 to 3	1 to 3	2

INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)		Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) of the Total Capital Canada First Half 2019 Financial Report
13.2	<u>Financial statements</u> If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	4 to 23	4 to 24	3 to 22
13.3	<u>Auditing of historical annual financial information</u>			
13.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	2 to 3	1 to 3	Not Applicable
13.5	<u>Interim and other financial information</u>			
13.5.1	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	Not Applicable	Not Applicable	2

DESCRIPTION OF TOTAL

The paragraph entitled “Share Capital” in the section entitled “Description of Total” on page 110 of the Base Prospectus is hereby deleted and replaced with the following:

“Share Capital

Share capital as of 30 June 2019

€6,667,209,400.0 consisting of 2,666,883,760 fully paid ordinary shares.”

The paragraph entitled “Indebtedness” in the section entitled “Description of Total” on page 110 of the Base Prospectus is hereby deleted and replaced with the following:

“Indebtedness

Since 30 June 2019, Total Capital International has issued notes in an aggregate amount of USD 4 billion, under the US SEC Registered Shelf Programme (guaranteed by Total S.A.), through four tranches with maturities of 2 years, 5.5 years, 10.5 years and 30 years.

There has been no other material change in the indebtedness of Total.”

The following shall be added at the end of the section entitled “Description of Total” on page 110 of the Base Prospectus:

“Total’s Financial Statements

The main elements of Total’s 2019 half-yearly financial statements are summarised in the following tables:

Summary Balance sheet

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in millions of U.S. dollars)</i>	
Assets		
Current assets.....	82,976	79,858
Non-current assets	184,524	172,147
Total Assets	267,500	252,005
Liabilities		
Current liabilities	66,392	59,275
Non-current liabilities	81,884	72,467
Shareholder’s Equity	119,224	120,263
Total Liabilities and Shareholder’s Equity	267,500	252,005
Share Capital	8,301	8,305

There has been no material change in the capitalisation and indebtedness of Total since 30 June 2019 except for currency translation effect.

Summary Statement of Income

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in millions of U.S. dollars)</i>	
Consolidated net income.....	5,944	6,283
Items not potentially reclassifiable to profit and loss.....	(412)	(2,576)
Items potentially reclassifiable to profit and loss.....	230	987
Total other comprehensive income	(182)	(1,589)
Comprehensive income	5,762	4,694

TOTAL CAPITAL FINANCIAL STATEMENTS

The following information shall be added at the end of the section entitled “Total Capital Financial Statements” which starts on page 113 of the Base Prospectus:

“Selected Half-Yearly Financial Information

The main elements of Total Capital’s 2019 half-yearly financial statements are summarised in the following tables:

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in thousands of Euros)</i>	
Total Capital Accounts		
Net Financial Income.....	(1,605)	8,037
Net Result	(2,201)	4,851

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)
	<i>(in thousands of Euros)</i>	
Debenture loans and similar debt debentures.....	4,546,090	5,900,579
Shareholders’ Equity	6,877	9,079
Current Assets.....	3,669,343	1,792,990
Long Term Assets.....	4,546,278	5,900,681
Short-term Liabilities.....	3,660,685	1,784,012
Prepaid income	1,969	—

Summary Balance Sheet

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)
	<i>(in thousands of Euros)</i>	
Assets		
Fixed Assets.....	4,546,278	5,900,681
Current Assets.....	3,669,343	1,792,990
Prepaid Expenses.....	—	—
Total Assets	8,215,621	7,693,670
Liabilities		
Shareholders’ Equity	6,877	9,079
Debenture loans and similar debt debentures.....	4,546,090	5,900,579
Miscellaneous borrowings and financial debts	3,660,611	1,781,148
Operating liabilities	74	2,865
Total Liabilities	8,206,774	7,684,592
Prepaid income	1,969	—
Total Liabilities and Shareholders’ Equity	8,215,621	7,693,670
Share Capital	300	300

There has been no material change in the capitalisation and indebtedness of Total Capital since 30 June 2019 except for currency translation effect.

Summary Income Statement

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in thousands of Euros)</i>	
Net operating income.....	(596)	(700)
Net financial income.....	(1,605)	8,037
Net extraordinary income	—	—
Income tax	—	(2,486)
Net income for the period	(2,201)	4,851

The non-consolidated (statutory) financial statements of Total Capital are prepared in accordance with local GAAP. The audited financial information has been extracted from Total Capital's audited financial report and the unaudited financial information from the half-yearly financial statements of Total Capital.”

TOTAL CAPITAL CANADA FINANCIAL STATEMENTS

The following information shall be added at the end of the section entitled “Total Capital Canada Financial Statements” which starts on page 117 of the Base Prospectus:

“Selected Half-Yearly Financial Information

The main elements of Total Capital Canada’s 2019 half-yearly financial statements are summarised in the following tables:

Summary Balance sheet

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)
<i>(in thousands of U.S. dollars)</i>		
Assets		
Current assets.....	72,112	57,071
Related party loans	10,920,499	10,795,172
Fair value of derivatives	5,942	—
Deferred tax asset	215	92
Total Assets	10,998,768	10,852,335
Liabilities		
Current liabilities	5,985,096	5,760,879
Non-current liabilities	5,012,693	5,090,208
Shareholder’s Equity	979	1,248
Total Liabilities and Shareholder’s Equity	10,998,768	10,852,335
Share Capital	50	50

There has been no material change in the capitalisation and indebtedness of Total Capital Canada since 30 June 2019 except for currency translation effect.

Summary Statement of Income

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
<i>(in thousands of U.S. dollars)</i>		
Finance income.....	206,475	285,737
Net finance income before income tax.....	(392)	37
Income tax	123	(10)
Net income and comprehensive income	(269)	27

The non-consolidated (statutory) financial statements of Total Capital Canada are prepared in accordance with local GAAP and the consolidated financial statements of Total Capital Canada are prepared in accordance with IFRS. The audited financial information has been extracted from Total Capital Canada’s audited financial report and the unaudited financial information from the half-yearly financial statements of Total Capital Canada.”

TOTAL CAPITAL INTERNATIONAL FINANCIAL STATEMENTS

The following information shall be added at the end of the section entitled “Total Capital International Financial Statements” which starts on page 120 of the Base Prospectus:

“Selected Half-Yearly Financial Information

The main elements of Total Capital International’s 2019 half-yearly financial statements are summarised in the following tables:

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in thousands of Euros)</i>	
Total Capital International Accounts		
Net Financial Income.....	6,744	6,890
Net Result	3,786	3,944

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)
	<i>(in thousands of Euros)</i>	
Debenture loans and similar debt debentures.....	24,615,408	23,306,539
Shareholders’ Equity	27,189	23,403
Current Assets.....	29,879	25,068
Long Term Assets.....	24,621,147	23,308,200
Short-term Liabilities.....	5,979	794
Prepaid income	2,450	2,533

Summary Balance Sheet

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the year ended 31 December 2018 (audited)
	<i>(in thousands of Euros)</i>	
Assets		
Fixed Assets.....	24,621,147	23,308,200
Current Assets.....	29,879	25,068
Prepaid Expenses.....	—	—
Total Assets	24,651,027	23,333,269
Liabilities		
Shareholders’ Equity	27,189	23,403
Debenture loans and similar debt debentures.....	24,615,408	23,306,539
Miscellaneous borrowings and financial debts	3,763	540
Operating liabilities	2,216	793
Total Liabilities	24,621,387	23,307,333
Prepaid income	2,450	2,533
Total Liabilities and Shareholders’ Equity	24,651,027	23,333,269
Share Capital	300	300

Since 30 June 2019, there has been no material change in the capitalisation and indebtedness of Total Capital International, except for currency translation effect or as otherwise disclosed herein.”

Summary Income Statement

	As at/for the 6 months ended 30 June 2019 (unaudited)	As at/for the 6 months ended 30 June 2018 (unaudited)
	<i>(in thousands of Euros)</i>	
Net operating income.....	(1,042)	(936)
Net financial income.....	6,744	6,890
Net extraordinary income	—	—
Income tax	(1,915)	(2,010)
Net income for the period	3,786	3,944

The non-consolidated (statutory) financial statements of Total Capital International are prepared in accordance with local GAAP and the consolidated financial statements of Total Capital International are prepared in accordance with IFRS. The audited financial information has been extracted from Total Capital International's audited financial report and the unaudited financial information from the half-yearly financial statements of Total Capital International.

GENERAL INFORMATION

Paragraph (4) in the General Information section of the Debt Issuance Programme Prospectus on page 174 entitled “Significant change in the Issuer’s financial trading position” is hereby deleted and replaced in its entirety with the following:

“Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial or trading position of Total on a consolidated basis since the end of the last financial period for which interim financial information has been published, being 30 June 2019.

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial or trading position of Total Capital since the end of the last financial period for which interim financial information has been published, being 30 June 2019.

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial or trading position of Total Capital Canada Ltd. since the end of the last financial period for which interim financial information has been published, being 30 June 2019.

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus and in this Debt Issuance Programme Prospectus, there has been no significant change in the financial or trading position of Total Capital International since the end of the last financial period for which interim financial information has been published, being 30 June 2019.”

Paragraph (12) in the General Information section of the Debt Issuance Programme Prospectus on page 176 entitled “Auditors” is hereby deleted and replaced in its entirety with the following:

“The auditors of Total are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the consolidated financial statements of Total as of and for the years ended 31 December 2017 and 31 December 2018. They have expressed unqualified opinions in the limited review audit reports they have issued on the half yearly financial information for the six-month period ended 30 June 2019. The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of Total Capital are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions they have issued on the financial statements of Total Capital as of and for the years ended 31 December 2017 and 31 December 2018. They have expressed unqualified opinions in the limited review audit reports they have issued on the half yearly financial information for the six-month period ended 30 June 2019. The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of Total Capital International are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of Total Capital International as of and for the years ended 31 December 2017 and 31 December 2018. They have expressed unqualified opinions in the limited review audit reports they have issued on the half yearly financial information for the six-month period ended 30 June 2019. The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of Total Capital Canada are KPMG LLP of 3100 205, 5th Avenue SW, Calgary Alberta T2P 4B9, Canada. They have carried out their duties in accordance with Canadian generally accepted auditing standards and are members of the Canadian Public Accountability Board in Canada. They have audited and expressed unqualified opinions in the limited review audit reports they have issued on the financial statements of Total Capital Canada as of and for the years ended 31 December 2017 and 31 December 2018. They have expressed unqualified opinions in the audit reports they have issued on the half yearly financial information for the six-month period ended 30 June 2019.”

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT

To the best of Total S.A.'s knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total S.A. accepts responsibility accordingly.

TOTAL S.A.

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie, Group Treasurer of Total
on 13 August 2019

To the best of Total Capital's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital accepts responsibility accordingly.

TOTAL CAPITAL

2, place Jean Millier, 92078 Paris La Défense Cedex, France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital
on 13 August 2019

To the best of Total Capital Canada Ltd.'s knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital Canada Ltd. accepts responsibility accordingly.

TOTAL CAPITAL CANADA LTD.

2900, 240-4th Avenue S.W., Calgary, Alberta, T2P 4H4 Canada
Duly represented by: Antoine Larenaudie, President of Total Capital Canada
on 13 August 2019

To the best of Total Capital International's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital International accepts responsibility accordingly.

TOTAL CAPITAL INTERNATIONAL

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital International
on 13 August 2019

Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* (“AMF”), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa no. 19-404 on 13 August 2019. This document and the Debt Issuance Programme Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it.

In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of “whether the document is complete and comprehensible, and whether the information it contains is coherent”. It does not imply the approval by the AMF of any opportunity to conduct a transaction hereby nor that the AMF has verified the accounting and financial data set out in it.

This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.