**FIRST SUPPLEMENT DATED 6 AUGUST 2018**
**TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS DATED 9 MAY 2018**

**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 9 May 2018 (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 (the "**Prospectus Directive**"). The *Autorité des marchés financiers* (the "**AMF**") granted the Debt Issuance Programme Prospectus visa no. 18-165 on 9 May 2018.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority 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 2018, and (ii) the unaudited half-yearly financial statements including notes as at, and for the six-month period ended, 30 June 2018 for each of Total Capital, Total Capital Canada Ltd. and Total Capital International;

(b) updating the summary section in English, the *Résumé en françai*s 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 8 August 2018.

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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** | 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 2018.<br><br>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 2018 for Total Capital.<br><br>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 2018 for Total Capital Canada Ltd.<br><br>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 2018 for Total Capital International." |

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** | **Total**<br><br>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 2017 and 2016 and as at, and for the six-month periods ended, 30 June 2018 and 30 June 2017. |

| | **As at/for the six-month period ended 30 June 2018 (unaudited)** | **As at/for the six-month period ended 30 June 2017 (unaudited)** | **As at/for the year ended 31 December 2017 (audited)** | **As at/for the year ended 31 December 2016 (audited)** |
|---|---|---|---|---|
| *In millions of U.S. dollars* | | | | |
| Total Assets | 252,005 | — | 242,631 | 230,978 |
| Net Income for the period | 6,283 | 4,806 | 8,299 | 6,206 |
| Share Capital | 8,305 | — | 7,882 | 7,604 |

There has been no significant change in the financial or trading position of Total since 30 June 2018 and no material adverse change in the prospects of Total since 31 December 2017.

**Total Capital**

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 2017 and 2016 and as at, and for the six-month periods ended, 30 June 2018 and 30 June 2017.

| *In euros* | As at/for the six-month period ended 30 June 2018 (unaudited) | As at/for the six-month period ended 30 June 2017 (unaudited) | As at/for the year ended 31 December 2017 (audited) | As at/for the year ended 31 December 2016 (audited) |
|---|---|---|---|---|
| Total Assets..... | 8,695,566,888 | — | 7,600,781,842 | 10,826,405,872 |
| Net Income for the period..... | 4,850,695 | 1,398,897 | 1,244,431 | 142,129 |
| Share Capital..... | 300,000 | — | 300,000 | 300,000 |

There has been no significant change in the financial or trading position of Total Capital since 30 June 2018 and no material adverse change in the prospects of Total Capital since 31 December 2017.

**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 2017 and 2016 and as at, and for the six-month periods ended, 30 June 2018 and 30 June 2017.

| *In thousands of U.S. dollars* | As at/for the six-month period ended 30 June 2018 (unaudited) | As at/for the six-month period ended 30 June 2017 (unaudited) | As at/for the year ended 31 December 2017 (audited) | As at/for the year ended 31 December 2016 (audited) |
|---|---|---|---|---|
| Total Assets..... | 10,833,583 | — | 9,812,432 | 13,010,964 |
| Net Income for the period..... | 27 | 178 | 26 | (75) |
| Share Capital..... | 50 | — | 50 | 50 |

There has been no significant change in the financial or trading position of Total Capital Canada since 30 June 2018 and no material adverse change in the prospects of Total Capital Canada since 31 December 2017.

**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 2017 and 2016 and as at, and for the six-month periods ended, 30 June 2018 and 30 June 2017.

| *In euros* | As at/for the six-month period ended 30 June 2018 (unaudited) | As at/for the six-month period ended 30 June 2017 (unaudited) | As at/for the year ended 31 December 2017 (audited) | As at/for the year ended 31 December 2016 (audited) |
|---|---|---|---|---|
| Total Assets..... | 21,302,343,098 | — | 20,872,436,424 | 25,239,109,211 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | Net Income for the period.... | 3,943,818 | 5,281,860 | 6,765,982 | 6,845,975 |
| | | Share Capital..... | 300,000 | — | 300,000 | 300,000 |

There has been no significant change in the financial or trading position of Total Capital International since 30 June 2018 and no material adverse change in the prospects of Total Capital International since 31 December 2017.

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."

## 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 34 of the Debt Issuance Programme Prospectus is hereby supplemented with the following:

| | | |
|---|---|---|
| "**B.10** | **Réserves contenues dans le rapport des Commissaires aux comptes** | Le rapport d'examen limité des commissaires aux comptes sur l'information financière semestrielle de Total pour la période close le 30 juin 2018 ne contient pas de réserves.<br><br>Le rapport d'examen limité des commissaires aux comptes sur l'information financière semestrielle pour la période close le 30 juin 2018 de Total Capital ne contient pas de réserves.<br><br>Le rapport d'examen limité des commissaires aux comptes sur l'information financière semestrielle pour la période close le 30 juin 2018 de Total Capital Canada ne contient pas de réserves.<br><br>Le rapport d'examen limité des commissaires aux comptes sur l'information financière semestrielle pour la période close le 30 juin 2018 de Total Capital International ne contient pas de réserves." |

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 34 to 36 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

| | | |
|---|---|---|
| "**B.12** | **Informations financières sélectionnées/ absence de détérioration significative et de changement significatif des états financiers** | **Total**<br>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 2017 et 2016 et les périodes closes le 30 juin 2018 et le 30 juin 2017. |

| *en millions de dollars U.S.* | **Au/pour l'exercice clos le 30 juin 2018 (non-audité)** | **Au/pour l'exercice clos le 30 juin 2017 (non-audité)** | **Au/pour l'exercice clos le 31 décembre 2017 (audité)** | **Au/pour l'exercice clos le 31 décembre 2016 (audité)** |
|---|---|---|---|---|
| Total du Bilan..... | 252 005 | — | 242 631 | 230 978 |
| Résultat Net pour la période..... | 6 283 | 4 806 | 8 299 | 6 206 |
| Capital Social..... | 8 305 | — | 7 882 | 7 604 |

Aucun changement significatif de la situation financière ou commerciale de Total n'est survenu depuis le 30 juin 2018 ni aucune détérioration significative n'a affecté les perspectives de Total depuis le 31 décembre 2017.

**Total Capital**

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 2017 et 2016 et les périodes closes le 30 juin 2018 et le 30 juin 2017.

| *en euros* | **Au/pour l'exercice clos le 30 juin 2018 (non-audité)** | **Au/pour l'exercice clos le 30 juin 2017 (non-audité)** | **Au/pour l'année finissant le 31 décembre 2017 (audité)** | **Au/pour l'année finissant le 31 décembre 2016 (audité)** |
|---|---|---|---|---|
| Total du Bilan..... | 8 695 566,888 | — | 7 600 781 842 | 10 826 405 872 |
| Résultat Net pour la période..... | 4 850 695 | 1 398 897 | 1 244 431 | 142 129 |
| Capital Social..... | 300 000 | — | 300 000 | 300 000 |

Aucun changement significatif de la situation financière ou commerciale de Total Capital n'est survenu depuis le 30 juin 2018 ni aucune détérioration significative n'a affecté les perspectives de Total Capital depuis le 31 décembre 2017.

**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 2017 et 2016 et les périodes closes le 30 juin 2018 et le 30 juin 2017.

| *en milliers de dollars U.S.* | **Au/pour l'exercice clos le 30 juin 2018 (non-audité)** | **Au/pour l'exercice clos le 30 juin 2017 (non-audité)** | **Au/pour l'année finissant le 31 décembre 2017 (audité)** | **Au/pour l'année finissant le 31 décembre 2016 (audité)** |
|---|---|---|---|---|
| Total du Bilan..... | 10 833 583 | — | 9 812 432 | 13 010 964 |
| Résultat Net pour la période..... | 27 | 178 | 26 | (75) |
| 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 2018 ni aucune détérioration significative n'a affecté les perspectives de Total Capital Canada depuis le 31 décembre 2017.

**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 2017 et 2016 et les périodes closes le 30 juin 2018 et le 30 juin 2017.

| *en euros* | **Au/pour l'exercice clos le 30 juin 2018 (non-audité)** | **Au/pour l'exercice clos le 30 juin 2017 (non-audité)** | **Au/pour l'année finissant le 31 décembre 2017 (audité)** | **Au/pour l'année finissant le 31 décembre 2016 (audité)** |
|---|---|---|---|---|
| Total du Bilan | 21 302 343 098 | — | 20 872 436 424 | 25 239 109 211 |
| Résultat Net pour la période | 3 943 818 | 5 281 860 | 6 765 982 | 6 845 975 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | Capital Social | 300 000 | — | 300 000 | 300 000 |

Aucun changement significatif de la situation financière ou commerciale de Total Capital International n'est survenu depuis le 30 juin 2018 ni aucune détérioration significative n'a affecté les perspectives de Total Capital International depuis le 31 décembre 2017.

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 (*local Generally Accepted Accounting Principles*) et les comptes consolidés de Total ont été préparés selon les normes IFRS telles que publiées par le IASB (*International Accounting Standard Board*) 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."

## DOCUMENTS INCORPORATED BY REFERENCE

Paragraph (e) of the section entitled "Documents Incorporated By Reference" on page 71 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 2018 including the unaudited consolidated interim financial statements and review report for the six-month period ended 30 June 2018 of Total (the "**Total First Half 2018 Financial Report**"), (ii) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2018 of Total Capital (the "**Total Capital First Half 2018 Financial Report**"), (iii) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2018 of Total Capital Canada (the "**Total Capital Canada First Half 2018 Financial Report**") and (iv) the English language unaudited non-consolidated interim financial statements and review report for the six-month period ended 30 June 2018 of Total Capital International (the "**Total Capital International First Half 2018 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 72 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 AND THE GROUP**

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 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.<br>The selected historical financial information must provide key figures that summarise the financial condition of the issuer. | 2 to 4 | 7 to 8 and 15 to 16 | 3, 7 to 8 and 11 to 13 |
| **4.** | **Risk Factors**<br>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". | 61 to 82 | 73 to 102 | 13 |
| **5.** | **Information about the Issuer** | | | |
| **5.1** | History and development of the Issuer: | 6 and 198 | 9 to 11 and 26 to 28 | |
| **5.1.1** | the legal and commercial name of the issuer; | 6 and 198 | 26 and 228 | |
| **5.1.2** | the place of registration of the issuer and its registration number; | 198 | 26 and 228 | |
| **5.1.3** | the date of incorporation and the length of life of the issuer, except where indefinite; | 198 | 26 and 228 | |
| **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); | 6 and 198 | 26 and 228 | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 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. | 54 to 58 and 289 | 14 to 22, 27 and 29 to 72 | 4 |
| **5.2** | Investments: | 42 to 43 | 23 and 68 to 69 | 4, 7 and 25 |
| **5.2.1** | A description of the principal investments made since the date of the last published financial statements. | 42 to 43 | 23 and 68 to 69 | 4, 7 and 25 |
| **5.2.2** | Information concerning the issuer's principal future investments, on which its management bodies have already made firm commitments. | 42 to 43 | 69 | 4, 7 and 25 |
| **5.2.3** | Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.2.2. | 42 to 43 and 210 | 69 and 241 | 4, 7 and 25 |
| **6.** | **Business Overview** | | | |
| **6.1** | Principal activities: | 6 to 47 | 7 to 8 and 29 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 | 2 and 6 to 47 | 7 to 8 and 29 to 67 | |
| **6.1.2** | an indication of any significant new products and/or activities. | 6 to 47 | 7 to 8, 14 to 22 and 29 to 67 | |
| **6.2** | Principal markets:<br>A brief description of the principal markets in which the issuer competes. | 1 and 6 to 47 | 7 to 8 and 29 to 67 | |
| **6.3** | The basis for any statements made by the issuer regarding its competitive position. | 6 to 41 | 4, 29 to 67 and 81 | |
| **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. | 49 to 51 and 290 to 306 | 26 to 28 and 324 to 341 | |
| **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. | 49 to 51 and 290 to 306 | 26 to 28 and 324 to 341 | |
| **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.<br>In the event that the issuer is unable to make such a statement, provide details of this material adverse change. | 60 | 22 | |
| **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. | 42 to 47, 60, 62 to 73 | 22, 68 to 72 and 74 to 86 | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 Financial Report |
|---|---|---|---|---|
| **9.** | **Profit Forecasts or Estimates**<br>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.<br>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 | |
| **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: | 86 to 97 | 103 to 136 | |
| | (a) members of the administrative, management or supervisory bodies; | 86 to 97 and 112 to 113 | 103 to 136 | |
| | (b) partners with unlimited liability, in the case of a limited partnership with a share capital. | Not Applicable | Not Applicable | |
| **10.2** | Administrative, Management, and Supervisory bodies conflicts of interests<br>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. | 96, 112 and 113 | 116 to 118 and 135 to 136 | |
| **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. | 105 to 107 | 127 to 129 | |
| **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. | 111 | 137 | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 Financial Report |
|---|---|---|---|---|
| **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. | 187 to 190 and 200 | 219 to 221 and 230 | |
| **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 | Not Applicable | |
| **13.** | **Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses** | | | |
| **13.1** | Historical Financial Information<br>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.<br>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.<br>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.<br>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; | 209 | 240 | 20 |
| | (b) income statement; | 207 to 208 | 238 to 239 | 16 to 19 |
| | (c) cash flow statement; and | 210 | 241 | 21 to 22 |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 Financial Report |
|---|---|---|---|---|
| | (d) accounting policies and explanatory notes. | 212 to 306 | 243 to 341 | 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. | 202 to 203 and 2016 | 231, 234 to 237 | 15 |
| **13.2** | Financial statements<br>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document. | 207 to 306 | 238 to 341 | |
| **13.3** | Auditing of historical annual financial information | | | |
| **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. | 206 | 234 to 237 | |
| **14.** | **Additional Information** | | | |
| **14.1** | Share Capital | | | |
| **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. | 196 to 198 | 226 to 227 | |
| **14.2** | Memorandum and Articles of Association | | | |
| **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. | 198 to 203 | 228 to 231 | |
| **15.** | **Material Contracts**<br>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 | 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 | Not Applicable | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) in the Total 2016 RD | Page Reference(s) in the Total 2017 RD | Page Reference(s) in the Total First Half 2018 Financial Report |
|---|---|---|---|---|
| **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 | Not Applicable | |

The table entitled "Information incorporated by reference in relation to Total Capital" in the section entitled "Documents Incorporated by Reference" on pages 79 to 81 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 COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) in the Total Capital First Half 2018 Financial Report |
|---|---|---|---|---|
| **4.** | **Risk Factors**<br>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". | 61 to 82 of the Total 2016 RD | 73 to 102 of the Total 2017 RD | |
| **9.** | **Profit Forecasts or Estimates**<br>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.<br>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 COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) in the Total Capital First Half 2018 Financial Report |
|---|---|---|---|---|
| **13.** | **Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses** | | | |
| **13.1** | Historical Financial Information<br>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.<br>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.<br>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; | 8 | 10 | 7 |
| | (b) income statement; | 10 | 12 | 9 |
| | (c) cash flow statement; and | 12 | 14 | 11 |
| | (d) accounting policies and explanatory notes. | 16 to 24 | 17 to 26 | 14 to 15 |
| | 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 4 | 2 to 6 | 2 to 3 |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) in the Total Capital First Half 2018 Financial Report |
|---|---|---|---|---|
| **13.2** | Financial statements<br>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document. | 8 to 25 | 10 to 26 | |
| **13.3** | Auditing of historical annual financial information | | | |
| **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 4 | 2 to 6 | |

The table entitled "Information incorporated by reference in relation to Total Capital International" in the section entitled "Documents Incorporated by Reference" on pages 82 to 84 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 COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital International Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital International First Half 2018 Financial Report |
|---|---|---|---|---|
| **4.** | **Risk Factors**<br>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". | 61 to 82 of the Total 2016 RD | 73 to 102of the Total 2017 RD | |
| **9.** | **Profit Forecasts or Estimates**<br>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.<br>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 | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital International Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital International First Half 2018 Financial Report |
|---|---|---|---|---|
| **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 | |
| **13.** | **Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses** | | | |
| **13.1** | Historical Financial Information<br>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.<br>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.<br>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.<br>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; | 8 | 10 | 7 |
| | (b) income statement; | 10 | 12 | 9 |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital International Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital International Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital International First Half 2018 Financial Report |
|---|---|---|---|---|
| | (c) cash flow statement; and | 12 | 14 | 11 |
| | (d) accounting policies and explanatory notes. | 15 to 23 | 17 to 24 | 14 to 15 |
| | 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 4 | 2 to 6 | 2 to 3 |
| **13.2** | Financial statements<br>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document. | 8 to 23 | 10 to 24 | |
| **13.3** | Auditing of historical annual financial information | | | |
| **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 4 | 2 to 6 | |

The table entitled "Information incorporated by reference in relation to Total Capital Canada" in the section entitled "Documents Incorporated by Reference" on pages 85 to 86 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 COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Canada Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada First Half 2018Financial Report |
|---|---|---|---|---|
| **4.** | **Risk Factors**<br>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". | 61 to 82 of the Total 2016 RD | 73 to 102of the Total 2017 RD | |
| **9.** | **Profit Forecasts or Estimates**<br>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.<br>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 COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Canada Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada First Half 2018Financia l Report |
|---|---|---|---|---|
| **13.1** | Historical Financial Information<br>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.<br>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.<br>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; | 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 27 | 8 to 23 | 7 to 23 |
| | 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 | 2 to 3 | 2 |
| **13.2** | Financial statements<br>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document. | 1 to 27 | 4 to 23 | |

| INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004) | | Page Reference(s) of the Total Capital Canada Financial Statements 2016 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada Financial Statements 2017 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada First Half 2018Financia l Report |
|---|---|---|---|---|
| **13.3** | Auditing of historical annual financial information | | | |
| **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 | 2 to 3 | |

## DESCRIPTION OF TOTAL

The paragraph entitled "Share Capital" in the section entitled "Description of Total" on page 124 of the Base Prospectus is hereby deleted and replaced with the following:

"**Share Capital**

***Share capital as of 28 June 2018***

€6,660,782,345.0 consisting of 2,664,312,938 fully paid ordinary shares."

The paragraph entitled "Indebtedness" in the section entitled "Description of Total" on page 124 of the Base Prospectus is hereby deleted and replaced with the following:

**"Indebtedness**

Since 30 June 2018, there has been no material change in the indebtedness of Total."

The following shall be added at the end of the section entitled "Description of Total" on page 124 of the Base Prospectus:

"**Total's Financial Statements**

The main elements of Total's 2018 half-yearly financial statements are summarised in the following tables:

Summary Balance sheet

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in millions of U.S. dollars)* | |
| **Assets** | | |
| Current assets | 79,858 | 73,989 |
| Non-current assets | 172,147 | 159,916 |
| **Total Assets** | **252,005** | **233,905** |
| **Liabilities** | | |
| Current liabilities | 59,275 | 50,426 |
| Non-current liabilities | 72,467 | 73,519 |
| Shareholder's Equity | 120,263 | 109,960 |
| **Total Liabilities and Shareholder's Equity** | **252,005** | **233,905** |
| **Share Capital** | **8,305** | **7,797** |

There has been no material change in the capitalisation and indebtedness of Total since 30 June 2018 except for currency translation effect.

Summary Statement of Income

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in millions of U.S. dollars)* | |
| Consolidated net income | 6,283 | 4,806 |
| Items not potentially reclassifiable to profit and loss | (2,576) | 5,569 |
| Items potentially reclassifiable to profit and loss | 987 | (1,856) |
| Total other comprehensive income | (1,589) | 3,713 |
| **Comprehensive income** | **4,694** | **8,519** |

## 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 127 of the Base Prospectus:

"**Selected Half-Yearly Financial Information**

The main elements of Total Capital's 2018 half-yearly financial statements are summarised in the following tables:

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in thousands of Euros)* | |
| **Total Capital Accounts** | | |
| Net Financial Income | 899,413 | 574,698 |
| Net Result | 4,851 | 1,399 |

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the year ended 31 December 2017 |
|---|---|---|
| | *(in thousands of Euros)* | |
| Debenture loans and similar debt debentures | 6,603,877 | 6,762,313 |
| Shareholders Equity | 7,554 | 2,703 |
| Current Assets | 2,090,250 | 838,368 |
| Long Term Assets | 6,605,317 | 6,762,414 |
| Short-term Liabilities | 2,084,136 | 835,766 |

Summary Balance Sheet

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the year ended 31 December 2017 |
|---|---|---|
| | *(in Euros)* | |
| **Assets** | | |
| Fixed Assets | 6,605,316,756 | 6,762,414,128 |
| Current Assets | 2,090,250,132 | 838,367,714 |
| Prepaid Expenses | — | — |
| **Total Assets** | **8,695,566,888** | **7,600,781,842** |
| **Liabilities** | | |
| **Shareholders' Equity** | 7,554,072 | 2,703,377 |
| Debenture loans and similar debt debentures | 6,603,877,097 | 6,762,312,933 |
| Miscellaneous borrowings and financial debts | 2,081,552,744 | 834,853,018 |
| Operating liabilities | 2,582,975 | 912,514 |
| **Total Liabilities** | **8,688,012,816** | **7,598,078,465** |
| Prepaid income | — | — |
| **Total Liabilities and Shareholders' Equity** | **8,695,566,888** | **7,600,781,842** |
| **Share Capital** | **300,000** | **300,000** |

There has been no material change in the capitalisation and indebtedness of Total Capital since 30 June 2018 except for currency translation effect.

Summary Income Statement

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in Euros)* | |
| Net operating income | — | — |
| Net financial income | 899,412,700 | 574,697,938 |
| Net extraordinary income | — | — |
| Income tax | 2,486,201 | 715,450 |
| Net income for the period | 4,850,695 | 1,398,897 |

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 130 of the Base Prospectus:

**"Selected Half-Yearly Financial Information**

The main elements of Total Capital Canada's 2018 half-yearly financial statements are summarised in the following tables:

Summary Balance sheet

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the year ended 31 December 2017 |
|---|---|---|
| | *(in thousands of U.S. dollars)* | |
| **Assets** | | |
| Current assets | 77,364 | 74,876 |
| Related party loans | 10,722,371 | 9,735,916 |
| Fair value of derivatives | 33,746 | 1,528 |
| Deferred tax asset | 102 | 112 |
| **Total Assets** | **10,833,583** | **9,812,432** |
| **Liabilities** | | |
| Current liabilities | 5,637,746 | 4,588,048 |
| Non-current liabilities | 5,194,617 | 5,223,191 |
| Shareholder's Equity | 1,220 | 1,193 |
| **Total Liabilities and Shareholder's Equity** | **10,833,583** | **9,812,432** |
| **Share Capital** | **50** | **50** |

There has been no material change in the capitalisation and indebtedness of Total Capital Canada since 30 June 2018 except for currency translation effect.

Summary Statement of Income

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in thousands of U.S. dollars)* | |
| Finance income | 285,737 | 720,447 |
| Net finance income before income tax | 37 | 223 |
| Income tax | 10 | 45 |
| Net income and comprehensive income | 27 | 178 |

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 133 of the Base Prospectus:

"**Selected Half-Yearly Financial Information**

The main elements of Total Capital International's 2018 half-yearly financial statements are summarised in the following tables:

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in thousands of Euros)* | |
| **Total Capital International Accounts** | | |
| Net Financial Income | 282,066 | 231,467 |
| Net Result | 3,944 | 5,282 |

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the year ended 31 December 2017 |
|---|---|---|
| | *(in thousands of Euros)* | |
| Debenture loans and similar debt debentures | 21,270,605 | 20,855,462 |
| Shareholders Equity | 19,936 | 15,992 |
| Current Assets | 29,837 | 21,878 |
| Long Term Assets | 21,272,506 | 20,850,559 |
| Short-term Liabilities | 11,803 | 983 |

Summary Balance Sheet

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the year ended 31 December 2017 |
|---|---|---|
| | *(in Euros)* | |
| **Assets** | | |
| Fixed Assets | 21,272,505,801 | 20,850,558,523 |
| Current Assets | 29,837,297 | 21,877,901 |
| Prepaid Expenses | — | — |
| **Total Assets** | **21,302,343,098** | **20,872,436,424** |
| **Liabilities** | | |
| **Shareholders' Equity** | 19,935,571 | 15,991,753 |
| Debenture loans and similar debt debentures | 21,270,604,780 | 20,855,461,817 |
| Miscellaneous borrowings and financial debts | 11,059,232 | 510,901 |
| Operating liabilities | 743,515 | 471,953 |
| **Total Liabilities** | **21,282,407,527** | **20,856,444,671** |
| Prepaid income | — | — |
| **Total Liabilities and Shareholders' Equity** | **21,302,343,098** | **20,872,436,424** |
| **Share Capital** | **300,000** | **300,000** |

There has been no material change in the capitalisation and indebtedness of Total Capital International since 30 June 2018 except for currency translation effect.

Summary Income Statement

| | As at/for the 6 months ended 30 June 2018 (unaudited) | As at/for the 6 months ended 30 June 2017 (unaudited) |
|---|---|---|
| | *(in Euros)* | |
| Net operating income | — | — |
| Net financial income | 282,065,720 | 231,467,150 |
| Net extraordinary income | — | — |
| Income tax | 2,009,942 | 2,754,648 |
| Net income for the period | 3,943,818 | 5,281,860 |

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 191 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 2018.

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 2018.

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 2018.

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 International since the end of the last financial period for which interim financial information has been published, being 30 June 2018."

Paragraph (12) in the General Information section of the Debt Issuance Programme Prospectus on page 193 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 2016 and 31 December 2017. 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 2018. 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 2016 and 31 December 2017. 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 2018. 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 2016 and 31 December 2017. 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 2018. 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 2016 and 31 December 2017. 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 2018."

## 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 6 August 2018

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 6 August 2018

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 6 August 2018

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 6 August 2018

***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 (*Réglement 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. 18-363 on 6 August 2018. 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.