

Paris, 27 March 2019

TOTAL S.A.
intends to issue Euro denominated undated non-call 5 year deeply subordinated fixed rate resettable notes
and
launches a tender offer to partially repurchase its
€2,500,000,000 undated deeply subordinated fixed rate resettable notes
with a first call date on 26 February 2021
(ISIN: XS1195201931)
and/or
€1,750,000,000 undated deeply subordinated fixed rate resettable notes
with a first call date on 18 May 2022
(ISIN: XS1413581205)

TOTAL S.A. (the “**Company**”) announces today its intention to issue Euro denominated undated non-call 5 year deeply subordinated fixed rate resettable notes (the “**New Notes**”). The pricing of the New Notes is expected to be announced later today. The New Notes are scheduled to be admitted to trading on Euronext Paris. It is also expected that the rating agencies will assign the New Notes a rating of A2/A- (Moody's/ S&P) and 50% equity credit.

The Company is also launching a tender offer (the “**Tender Offer**”) intended to partially repurchase its:

- €2,500,000,000 undated deeply subordinated fixed rate resettable notes with a first call date on 26 February 2021 (ISIN: XS1195201931) issued by the Company on 26 February 2015 (of which €2,500,000,000 is currently outstanding) and admitted to trading on Euronext Paris (the “**2021 Notes**”); and/or
- €1,750,000,000 undated deeply subordinated fixed rate resettable notes with a first call date on 18 May 2022 (ISIN: XS1413581205) issued by the Company on 18 May 2016 (of which €1,750,000,000 is currently outstanding) and admitted to trading on Euronext Paris (the “**2022 Notes**”).

The Tender Offer is subject to a maximum acceptance amount (which is expected to be equal to the principal amount of the New Notes) and the 2021 Notes, which are within the first acceptance priority level, will be accepted for purchase before any 2022 Notes, which are within the second acceptance priority level.

The Tender Price of the Notes will be based on a fixed tender spread of +55 bps for the 2021 Notes and +95 bps for the 2022 Notes, in each case over the relevant Interpolated Mid-Swap Rate, as further described in the Tender Offer Memorandum dated 27 March 2019.

The purpose of the Tender Offer and the planned issuance of New Notes is, amongst other things, to proactively manage the Company's hybrid portfolio while intending to maintain the aggregate size of the stock of outstanding hybrid notes at the current level.

It is expected that the portion of the 2021 Notes and 2022 Notes not refinanced by the New Notes will continue to be assigned a 50% equity credit by the rating agencies (Moody's/ S&P). It is therefore expected that, following the New Issue and Tender Offer, the Company's overall hybrid equity credit will remain constant.

The results of the Tender Offer will be announced on 3 April 2019 (subject to changes as a result of any extension, withdrawal, termination or amendment of the Tender Offer).

Disclaimer

This announcement does not constitute an invitation to participate in the Tender Offer or the issuance of New Notes in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. The Company does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.

Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person.

United States

*This Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States or to U.S. Persons as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the **Securities Act**) (each a **U.S. Person**) and the Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States of America (“U.S. holders” within the meaning of Rule 800(h) under the Securities Act). Accordingly, any documents or materials related to this Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any such person. Any purported tender instruction in response to this Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and tender instructions made by a person located or resident in the United States of America or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will not be accepted.*

*For the purposes of the above paragraph, **United States** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.*