

**THIRD SUPPLEMENT DATED 6 NOVEMBER 2014  
TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS DATED 23 APRIL 2014**



**TOTAL S.A.,  
TOTAL CAPITAL,  
TOTAL CAPITAL CANADA LTD.  
and  
TOTAL CAPITAL INTERNATIONAL  
€20,000,000,000  
Euro Medium Term Note Programme  
Due from seven days from the date of original issue**

This supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the Debt Issuance Programme Prospectus dated 23 April 2014, the First Supplement dated 13 May 2014 (the “**First Supplement**”) and the Second Supplement dated 7 August 2014 (the “**Second Supplement**”) (together, the “**Debt Issuance Programme Prospectus**”), which have been prepared by Total S.A., Total Capital, Total Capital International and Total Capital Canada Ltd. (the “**Issuer**” or “**Issuers**”) in relation to the €20,000,000,000 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. 14-157 on 23 April 2014, the First Supplement visa no. 14-192 on 13 May 2014 and the Second Supplement visa no. 14-455 on 7 August 2014.

Application has been made for approval of the Third 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 Third Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into this Third 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 Third 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 the third quarter 2014 results of Total, Total Capital, and Total Capital International;
- (b) updating the summary section in English and the *résumé* in French to reflect such updated financial information;
- (c) updating the General Information; and
- (d) including Recent Developments.

Copies of this Third Supplement (a) may be obtained, free of charge, at the registered office of Total S.A. during normal business hours, (b) will be available on the website of Total S.A. ([www.total.com](http://www.total.com)), (c) will be available on the website of the AMF ([www.amf-france.org](http://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 Third Supplement is published have the right, according to article 16(2) of the Prospectus Directive, to withdraw acceptances within a time limit of two (2) working days after the publication of this Third Supplement, i.e. until 10 November 2014.

## TABLE OF CONTENTS

	<b>Page</b>
SUMMARY.....	4
<i>RÉSUMÉ EN FRANÇAIS</i> .....	7
DOCUMENTS INCORPORATED BY REFERENCE.....	10
TOTAL CAPITAL INTERNATIONAL .....	11
TOTAL CAPITAL CANADA .....	12
GENERAL INFORMATION.....	13
RECENT DEVELOPMENT .....	14
PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT.....	16

## SUMMARY

The section entitled “Selected financial information” in part B.7 of the Summary on pages 5 and 6 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<b>“B.7</b>	<b>Selected financial information</b>	<p><b>Total</b></p> <p>The following table shows Total S.A.’s key figures related to the income statement and balance sheet (consolidated figures) as at, and for the years ended, 31 December 2013 and 2012 and as at, and for the nine-month periods ended, 30 September 2014 and 30 September 2013.</p> <table style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 15%;"></th> <th style="width: 15%; text-align: center;">As at/for the nine-month period ended 30 September 2014 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the nine-month period ended 30 September 2013 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2013 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2013 (audited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2012 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2012 (audited)</th> </tr> <tr> <td></td> <td style="text-align: center;"><i>In millions of U.S. dollars</i></td> <td style="text-align: center;"><i>In millions of U.S. dollars</i></td> <td style="text-align: center;"><i>In millions of U.S. dollars</i></td> <td style="text-align: center;"><i>In millions of euros</i></td> <td style="text-align: center;"><i>In millions of U.S. dollars</i></td> <td style="text-align: center;"><i>In millions of euros</i></td> </tr> </thead> <tbody> <tr> <td>Total Assets .....</td> <td style="text-align: right;">246,576</td> <td style="text-align: right;">230,346</td> <td style="text-align: right;">239,223</td> <td style="text-align: right;">173,491</td> <td style="text-align: right;">225,886</td> <td style="text-align: right;">171,224*</td> </tr> <tr> <td>Net Income for the period ....</td> <td style="text-align: right;">10,092</td> <td style="text-align: right;">9,194</td> <td style="text-align: right;">11,521</td> <td style="text-align: right;">8,661</td> <td style="text-align: right;">13,836</td> <td style="text-align: right;">10,756*</td> </tr> <tr> <td>Share Capital.....</td> <td style="text-align: right;">7,516</td> <td style="text-align: right;">7,491</td> <td style="text-align: right;">7,493</td> <td style="text-align: right;">5,944</td> <td style="text-align: right;">7,454</td> <td style="text-align: right;">5,915</td> </tr> </tbody> </table> <p style="margin-top: 10px;"><i>*Adjusted following the application of revised accounting standard IAS 19, effective as of 1 January 2013</i></p> <p style="margin-top: 20px;">In order to make the financial information of Total more readable by better reflecting the performance of its activities mainly carried out in U.S. dollars, Total has changed, effective 1 January 2014, the presentation currency of the Group’s consolidated financial statements from euro to U.S. dollars. The statutory financial statements of Total S.A., the parent company of the Group, remain prepared in euro. The consolidated financial statements for the period ended prior to the nine-month period ended 30 September 2014 have also been adjusted following the application of interpretation IFRIC 21 effective 1 January 2014.</p> <p><b>Total Capital</b></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 2013 and 2012 and as at, and for the nine-month periods ended, 30 September 2014 and 30 September 2013.</p> <table style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 45%;"></th> <th style="width: 15%; text-align: center;">As at/for the nine-month period ended 30 September 2014 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the nine-month period ended 30 September 2013 (unaudited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2013 (audited)</th> <th style="width: 15%; text-align: center;">As at/for the year ended 31 December 2012 (audited)</th> </tr> </thead> <tbody> <tr> <td colspan="5"><i>In millions of euros</i></td> </tr> <tr> <td>Total Assets .....</td> <td style="text-align: right;">13,675.009</td> <td style="text-align: right;">15,933.881</td> <td style="text-align: right;">14,418.118</td> <td style="text-align: right;">17,973.926</td> </tr> <tr> <td>Net Income for the period .....</td> <td style="text-align: right;">0.771</td> <td style="text-align: right;">1.417</td> <td style="text-align: right;">1.995</td> <td style="text-align: right;">3.268</td> </tr> <tr> <td>Share Capital.....</td> <td style="text-align: right;">0.300</td> <td style="text-align: right;">0.300</td> <td style="text-align: right;">0.300</td> <td style="text-align: right;">0.300</td> </tr> </tbody> </table> <p style="margin-top: 20px;"><b>Total Capital Canada</b></p> <p>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 2013</p>		As at/for the nine-month period ended 30 September 2014 (unaudited)	As at/for the nine-month period ended 30 September 2013 (unaudited)	As at/for the year ended 31 December 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (unaudited)	As at/for the year ended 31 December 2012 (audited)		<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of euros</i>	<i>In millions of U.S. dollars</i>	<i>In millions of euros</i>	Total Assets .....	246,576	230,346	239,223	173,491	225,886	171,224*	Net Income for the period ....	10,092	9,194	11,521	8,661	13,836	10,756*	Share Capital.....	7,516	7,491	7,493	5,944	7,454	5,915		As at/for the nine-month period ended 30 September 2014 (unaudited)	As at/for the nine-month period ended 30 September 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (audited)	<i>In millions of euros</i>					Total Assets .....	13,675.009	15,933.881	14,418.118	17,973.926	Net Income for the period .....	0.771	1.417	1.995	3.268	Share Capital.....	0.300	0.300	0.300	0.300
	As at/for the nine-month period ended 30 September 2014 (unaudited)	As at/for the nine-month period ended 30 September 2013 (unaudited)	As at/for the year ended 31 December 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (unaudited)	As at/for the year ended 31 December 2012 (audited)																																																								
	<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of euros</i>	<i>In millions of U.S. dollars</i>	<i>In millions of euros</i>																																																								
Total Assets .....	246,576	230,346	239,223	173,491	225,886	171,224*																																																								
Net Income for the period ....	10,092	9,194	11,521	8,661	13,836	10,756*																																																								
Share Capital.....	7,516	7,491	7,493	5,944	7,454	5,915																																																								
	As at/for the nine-month period ended 30 September 2014 (unaudited)	As at/for the nine-month period ended 30 September 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (audited)																																																										
<i>In millions of euros</i>																																																														
Total Assets .....	13,675.009	15,933.881	14,418.118	17,973.926																																																										
Net Income for the period .....	0.771	1.417	1.995	3.268																																																										
Share Capital.....	0.300	0.300	0.300	0.300																																																										

and 2012 and as at, and for the six-month periods ended, 30 June 2014 and 30 June 2013.

	As at/for the six-month period ended 30 June 2014 (unaudited)	As at/for the six-month period ended 30 June 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (audited)
	<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of U.S. dollars</i>	<i>In millions of Canadian dollars</i>
Total Assets .....	8,475.651	6,626.224	7,531.342	6,847.616
Net Income for the period .....	(0.030)	0.045	0.085	0.409
Share Capital.....	0.050	0.050	0.050	0.050

On 11th September 2014, Total Capital Canada issued CA\$100 million 2.125 per cent. Notes due 2020 under the Programme. On 18<sup>th</sup> September 2014, Total Capital Canada issued EUR2,500 million worth of non-current financial debt comprising EUR1,000 million 1.125 per cent. Notes due 2022 and EUR1,500 million 2.125 per cent. Notes due 2029 under the Programme. On 23<sup>rd</sup> September 2014, Total Capital Canada issued AU\$100 million 3.75 per cent. Notes due 2019 under the Programme.

#### 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 2013 and 2012 and as at, and for the nine-month periods ended, 30 September 2014 and 30 September 2013.

	As at/for the nine-month period ended 30 September 2014 (unaudited)	As at/for the nine-month period ended 30 September 2013 (unaudited)	As at/for the year ended 31 December 2013 (audited)	As at/for the year ended 31 December 2012 (audited)
In millions of euros				
Total Assets .....	16,145.873	7,281.845	8,664.692	4,903.319
Net Income for the period .....	2.256	0.843	1.334	0.253
Share Capital.....	0.300	0.300	0.300	0.300

On 3rd October and 6th October 2014, Total Capital International issued US\$135 million Floating Rate Notes due 2018 and NZ\$100 million 4.75 per cent. Notes due 2020 under the Programme.”

The section entitled “Qualifications in the auditors’ report” in part B.10 of the Summary on page 7 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<b>“B.10</b>	<b>Qualifications in the auditors’ report</b>	<p>There were no qualifications in the audit report on the consolidated financial statements prepared in euro for Total for the year ended 31 December 2012.</p> <p>There were no qualifications in the audit report on the consolidated financial statements prepared in euro for Total for the year ended 31 December 2013. However, the statutory auditors’ audit report on the consolidated financial statements for the year ended 31 December 2013 draws the attention to the matter set out in note “Introduction” to the notes to the consolidated financial statements which sets out the accounting consequences resulting from the mandatory application of IAS 19 revised “Employee Benefits”.</p> <p>There were no qualifications in the statutory auditors’ review report on the interim condensed consolidated financial statements for Total for the nine-month period ended</p>
--------------	---	--

		<p>30 September 2014. However, the statutory auditors’ review report on the interim condensed consolidated financial statements for the period ended 30 September 2014 draws the attention to note 1 to the consolidated financial statements which sets out a change in accounting methods related to the change in the presentation currency of the consolidated financial statements from the euro to the U.S. dollar.”</p> <p>There were no qualifications in the audit report on historical financial information for Total Capital. However, the statutory auditors’ report on the financial statements for the year ended 31 December 2012, set out on pages 1 to 4, incorporated by reference into this Debt Issuance Programme Prospectus, contains an observation. There were no qualifications in the statutory auditors’ review report on the interim condensed consolidated financial statements for the period ended 30 September 2014 for Total Capital.</p> <p>There were no qualifications in the audit report on historical financial information and in the independent auditors’ report on review of the interim financial statements for the six-month period ended 30 June 2014 for Total Capital Canada.</p> <p>There were no qualifications in the statutory audit report on historical financial information and in the auditors’ review report on the interim condensed consolidated financial statements for the period ended 30 September 2014 for Total Capital International.”</p>
--	--	--

The section entitled “No material adverse change and no significant change statements” in part B.12 of the Summary on page 7 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<p><b>“B.1 2</b></p>	<p><b>No material adverse change and no significant change statements</b></p>	<p>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 since 30 September 2014 and no material adverse change in the prospects of Total since 31 December 2013.</p> <p>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 30 September 2014 and no material adverse change in the prospects of Total Capital since 31 December 2013.</p> <p>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 since 30 June 2014 and no material adverse change in the prospects of Total Capital Canada since 31 December 2013.</p> <p>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 30 September 2014 and no material adverse change in the prospects of Total Capital International since 31 December 2013.”</p>
--------------------------	---	---

## RÉSUMÉ EN FRANÇAIS

The section entitled “*Informations financières sélectionnées historiques clés*” in part B.7 of the *Résumé* on pages 25, 26 and 27 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<b>« B.7</b>	<b>Informations financières sélectionnées historiques clés</b>	<p><b>Total</b></p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres consolidés) de Total S.A. pour les exercices clos le 31 décembre 2013 et 2012 et pour les périodes de 9 mois closes le 30 septembre 2014 et le 30 septembre 2013.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)</th> <th style="text-align: center;">Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2013 (non-audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2013 (audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2012 (non-audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2012 (audité)</th> </tr> <tr> <th></th> <th style="text-align: center;"><i>en millions de dollars U.S.</i></th> <th style="text-align: center;"><i>en millions de dollars U.S.</i></th> <th style="text-align: center;"><i>en millions de dollars U.S.</i></th> <th style="text-align: center;"><i>en millions d'euros</i></th> <th style="text-align: center;"><i>en millions de dollars U.S.</i></th> <th style="text-align: center;"><i>en millions d'euros</i></th> </tr> </thead> <tbody> <tr> <td>Total du Bilan.....</td> <td style="text-align: right;">246 576</td> <td style="text-align: right;">230 346</td> <td style="text-align: right;">239 223</td> <td style="text-align: right;">173 491</td> <td style="text-align: right;">225 886</td> <td style="text-align: right;">171 224*</td> </tr> <tr> <td>Résultat Net pour la période.....</td> <td style="text-align: right;">10 092</td> <td style="text-align: right;">9 194</td> <td style="text-align: right;">11 521</td> <td style="text-align: right;">8 661</td> <td style="text-align: right;">13 836</td> <td style="text-align: right;">10 756*</td> </tr> <tr> <td>Capital Social.....</td> <td style="text-align: right;">7 516</td> <td style="text-align: right;">7 491</td> <td style="text-align: right;">7 493</td> <td style="text-align: right;">5 944</td> <td style="text-align: right;">7 454</td> <td style="text-align: right;">5 915</td> </tr> </tbody> </table> <p><i>*Retraité conformément à l'application de la norme IAS 19 révisée applicable au 1<sup>er</sup> janvier 2013</i></p> <p>Afin de rendre l'information financière de Total plus lisible et mieux refléter la performance de ses activités qui sont principalement réalisées en dollars U.S., Total a changé la devise de présentation des états financiers consolidés du Groupe de l'euro au dollar US et ce à compter du 1 janvier 2014. Les états financiers audités de Total S.A., la société-mère du Groupe, continuent d'être présentés en euro. Les états financiers consolidés relatifs aux périodes antérieures à la période de neuf mois close le 30 septembre 2014 ont également été retraités suite à l'application de l'interprétation IFRIC 21 à compter du 1<sup>er</sup> janvier 2014.</p> <p><b>Total Capital</b></p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non-consolidés) de Total Capital pour les exercices clos le 31 décembre 2013 et 2012 et pour les périodes de 9 mois closes le 30 septembre 2014 et le 30 septembre 2013.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)</th> <th style="text-align: center;">Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2013 (audité)</th> <th style="text-align: center;">Au/pour l'exercice clos le 31 décembre 2012 (audité)</th> </tr> </thead> <tbody> <tr> <td colspan="5"><i>en millions d'euros</i></td> </tr> <tr> <td>Total du Bilan.....</td> <td style="text-align: right;">13 675,009</td> <td style="text-align: right;">15 933,881</td> <td style="text-align: right;">14 418,118</td> <td style="text-align: right;">17 973,926</td> </tr> <tr> <td>Résultat Net pour la période.....</td> <td style="text-align: right;">0,771</td> <td style="text-align: right;">1,417</td> <td style="text-align: right;">1,995</td> <td style="text-align: right;">3,268</td> </tr> <tr> <td>Capital Social.....</td> <td style="text-align: right;">0,300</td> <td style="text-align: right;">0,300</td> <td style="text-align: right;">0,300</td> <td style="text-align: right;">0,300</td> </tr> </tbody> </table> <p><b>Total Capital Canada</b></p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non consolidés) de Total Capital Canada pour les exercices clos le 31 décembre 2013 et 2012 et la période close le 30 juin 2014 et le 30 juin 2013.</p>		Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)	Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (audité)	Au/pour l'exercice clos le 31 décembre 2012 (non-audité)	Au/pour l'exercice clos le 31 décembre 2012 (audité)		<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>en millions d'euros</i>	<i>en millions de dollars U.S.</i>	<i>en millions d'euros</i>	Total du Bilan.....	246 576	230 346	239 223	173 491	225 886	171 224*	Résultat Net pour la période.....	10 092	9 194	11 521	8 661	13 836	10 756*	Capital Social.....	7 516	7 491	7 493	5 944	7 454	5 915		Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)	Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (audité)	Au/pour l'exercice clos le 31 décembre 2012 (audité)	<i>en millions d'euros</i>					Total du Bilan.....	13 675,009	15 933,881	14 418,118	17 973,926	Résultat Net pour la période.....	0,771	1,417	1,995	3,268	Capital Social.....	0,300	0,300	0,300	0,300
	Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)	Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (audité)	Au/pour l'exercice clos le 31 décembre 2012 (non-audité)	Au/pour l'exercice clos le 31 décembre 2012 (audité)																																																								
	<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>en millions d'euros</i>	<i>en millions de dollars U.S.</i>	<i>en millions d'euros</i>																																																								
Total du Bilan.....	246 576	230 346	239 223	173 491	225 886	171 224*																																																								
Résultat Net pour la période.....	10 092	9 194	11 521	8 661	13 836	10 756*																																																								
Capital Social.....	7 516	7 491	7 493	5 944	7 454	5 915																																																								
	Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)	Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (audité)	Au/pour l'exercice clos le 31 décembre 2012 (audité)																																																										
<i>en millions d'euros</i>																																																														
Total du Bilan.....	13 675,009	15 933,881	14 418,118	17 973,926																																																										
Résultat Net pour la période.....	0,771	1,417	1,995	3,268																																																										
Capital Social.....	0,300	0,300	0,300	0,300																																																										

	Au/pour l'exercice clos le 30 juin 2014 (non-audité)	Au/pour l'exercice clos le 30 juin 2013 (non-audité)	Au/pour l'année finissant le 31 décembre 2013 (audité)	Au/pour l'année finissant le 31 décembre 2012 (audité)
	<i>en millions de</i>			
	<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>en millions de dollars U.S.</i>	<i>dollars canadiens</i>
Total du Bilan .....	8 475,651	6 626,224	7 531,342	6 847,616
Résultat Net pour la période.....	(0,030)	0,045	0,085	0,409
Capital Social.....	0,050	0,050	0,050	0,050
<p>Le 11 septembre 2014, Total Capital Canada a émis un emprunt obligataire sous le Programme d'un montant de CAD 100 000 000 à taux fixe de 2,125 % par an arrivant à échéance en 2020. Le 18 septembre 2014, Total Capital Canada a émis un emprunt obligataire sous le Programme d'un montant total de EUR 2 500 000 000 comprenant une émission de EUR 1 000 000 000 à taux fixe de 1,125 % par an arrivant à échéance en 2022 et une émission de EUR 1 500 000 000 à taux fixe de 2,125 % par an arrivant à échéance en 2029. Le 23 septembre 2014, Total Capital Canada a émis un emprunt obligataire sous le Programme d'un montant de AUD 100 000 000 à taux fixe de 3,75 % par an arrivant à échéance en 2019.</p> <p><b>Total Capital International</b></p> <p>Le tableau suivant présente les informations financières sélectionnées relatives au compte de résultat et au bilan (chiffres non-consolidés) de Total Capital International pour les exercices clos le 31 décembre 2013 et 2012, pour les périodes de 9 mois closes le 30 septembre 2014 et 30 septembre 2013.</p>				
	Au/pour la période de 9 mois close le 30 septembre 2014 (non-audité)	Au/pour la période de 9 mois close le 30 septembre 2013 (non-audité)	Au/pour l'exercice clos le 31 décembre 2013 (audité)	Au/pour l'exercice clos le 31 décembre 2012 (audité)
	<i>en millions d'euros</i>			
Total du Bilan .....	16 145,873	7 281,845	8 664,692	4 903,319
Résultat Net pour la période.....	2,256	0,843	1,334	0,253
Capital Social.....	0,300	0,300	0,300	0,300
<p>Total Capital International a émis deux emprunts obligataires sous le Programme le 3 octobre et le 6 octobre 2014, l'un d'un montant de USD 135 000 000 à taux variable arrivant à échéance en 2018 et l'autre d'un montant de NZD 100 000 000 à taux fixe de 4,75% par an arrivant à échéance en 2020.»</p>				

The section entitled “*Réserves contenues dans le rapport des Commissaires aux comptes*” in part B.10 of the Résumé on page 27 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<b>« B.10</b>	<b>Réserves contenues dans le rapport des Commissaires aux comptes</b>	<p>Le rapport des commissaires aux comptes sur les comptes consolidés de Total pour l'exercice clos le 31 décembre 2012 ne contient pas de réserves.</p> <p>Le rapport des commissaires aux comptes sur les comptes consolidés de Total pour l'exercice clos le 31 décembre 2013 ne contient pas de réserves. Toutefois, le rapport des commissaires aux comptes sur les comptes consolidés de l'exercice clos le 31 décembre 2013 attire l'attention sur le point mentionné dans la note « Introduction » de l'annexe qui expose les conséquences sur les comptes de l'application obligatoire de la norme IAS 19</p>
---------------	--	--



		<p>révisée « Avantages au Personnel ».</p> <p>Le rapport des commissaires aux comptes sur l'information financière de Total pour la période close le 30 septembre 2014 ne contient pas de réserves. Toutefois, le rapport des commissaires aux comptes sur l'information financière de Total pour la période close le 30 septembre 2014 attire l'attention sur le point mentionné dans la note 1 de l'annexe aux comptes consolidés qui expose le changement de méthode comptable relatif au changement de monnaie de présentation des états financiers consolidés de la société de l'euro au dollar U.S.</p> <p>Le rapport des commissaires aux comptes relatif aux informations financières historiques de Total Capital ne contient pas de réserves. Toutefois, le rapport des commissaires aux comptes sur les comptes de l'exercice clos le 31 décembre 2012, figurant aux pages 1 à 4, incorporé par référence dans le Prospectus du Programme d'Emission de Titres de Créance, contient une observation. Le rapport des commissaires aux comptes sur l'information financière pour la période close le 30 septembre 2014 de Total Capital ne contient pas de réserves.</p> <p>Le rapport des commissaires aux comptes relatif aux informations financières historiques ainsi que le rapport des commissaires aux comptes sur l'information financière semestrielle pour la période close le 30 juin 2014 de Total Capital Canada ne contient pas de réserves.</p> <p>Le rapport des commissaires aux comptes relatif aux informations financières historiques ainsi que le rapport des commissaires aux comptes sur l'information financière pour la période close le 30 septembre 2014 de Total Capital International ne contient pas de réserves. »</p>
--	--	--

The section entitled “*Absence de détérioration significative et de changement significatif des états financiers*” in part B.12 of the *Résumé* on page 31 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

<b>« B. 12</b>	<b>Absence de détérioration significative et de changement significatif des états financiers</b>	<p>Sauf indication contraire dans les documents incorporés par référence au présent Prospectus du Programme d'Emission de Titres de Créance, aucun changement significatif de la situation financière ou commerciale de Total n'est survenu depuis le 30 septembre 2014 ni aucune détérioration significative n'a affecté les perspectives de Total depuis le 31 décembre 2013.</p> <p>Sauf indication contraire dans les documents incorporés par référence au présent Prospectus du Programme d'Emission de Titres de Créance, aucun changement significatif de la situation financière ou commerciale de Total Capital n'est survenu depuis le 30 septembre 2014 ni aucune détérioration significative n'a affecté les perspectives de Total Capital depuis le 31 décembre 2013.</p> <p>Sauf indication contraire dans les documents incorporés par référence au présent Prospectus du Programme d'Emission de Titres de Créance, aucun changement significatif de la situation financière ou commerciale de Total Capital Canada n'est survenu depuis le 30 juin 2014 ni aucune détérioration significative n'a affecté les perspectives de Total Capital Canada depuis le 31 décembre 2013.</p> <p>Sauf indication contraire dans les documents incorporés par référence au présent Prospectus du Programme d'Emission de Titres de Créance, aucun changement significatif de la situation financière ou commerciale de Total Capital International n'est survenu depuis le 30 septembre 2014 ni aucune détérioration significative n'a affecté les perspectives de Total Capital International depuis le 31 décembre 2013. »</p>
----------------	--	--

## DOCUMENTS INCORPORATED BY REFERENCE

On 29 October 2014, Total published its unaudited consolidated interim financial statements for the nine-month period ended 30 September 2014 in a news release, Total Capital published its unaudited non-consolidated interim financial statements for the nine-month period ended 30 September 2014, and Total Capital International published its unaudited non-consolidated interim financial statements for the nine-month period ended 30 September 2014. A copy of each of these financial statements has been filed with the AMF and, by virtue of this Third Supplement, such financial statements are incorporated by reference in the Debt Issuance Programme Prospectus.

Information contained in the documents incorporated by reference above other than information listed in the table below is for information only.

Information incorporated by reference	Reference	Language
<b>Total Third Quarter 2014 Financial Statements (consolidated - unaudited)</b>		English
Review report relating to the above	page 2	
Income Statement relating to the above	page 5	
Balance Sheet relating to the above	page 7	
Cash Flow Statement	pages 8-9	
Notes relating to the above	Pages 18-41	
Accounting principles relating to the above	page 18	
<b>Total Capital Third Quarter 2014 Financial Statements (non-consolidated - unaudited)</b>		English
Balance Sheet relating to the above	page 6	
Income Statement relating to the above	page 8	
Cash Flow Statement	page 10	
Notes relating to the above	pages 13-21	
Accounting principles relating to the above	pages 13-15	
Review report relating to the above	page 2	
<b>Total Capital International Third Quarter 2014 Financial Statements (non-consolidated - unaudited)</b>		English
Balance Sheet relating to the above	page 6	
Income Statement relating to the above	page 8	
Cash Flow Statement	page 10	
Notes relating to the above	pages 13-20	
Accounting principles relating to the above	pages 13-14	
Review report relating to the above	page 2	

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

## **TOTAL CAPITAL INTERNATIONAL**

The two paragraphs below the table entitled “Summary Balance Sheet” and above the table entitled “Summary Income Statement” in the part entitled “Selected Financial Information” in the section on Total Capital International on page 100 of the Debt Issuance Programme Prospectus are hereby deleted and replaced in their entirety with the following:

“On 3rd October and 6th October 2014, Total Capital International issued US\$135 million Floating Rate Notes due 2018 and NZ\$100 million 4.75 per cent. Notes due 2020 under the Programme.”

Save as disclosed above, there has been no material change in the capitalisation and indebtedness of Total Capital International since 30 September 2014.”

## **TOTAL CAPITAL CANADA**

The two following paragraphs are added below the table entitled “Summary Balance Sheet” and above the table entitled “Summary Income Statement” in the part entitled “Selected Financial Information” in the section on Total Capital Canada on page 96 of the Debt Issuance Programme Prospectus:

“On 11th September 2014, Total Capital Canada issued CA\$100 million 2.125 per cent. Notes due 2020 under the Programme. On 18<sup>th</sup> September 2014, Total Capital Canada issued EUR2,500 million worth of non-current financial debt comprising EUR1,000 million 1.125 per cent. Notes due 2022 and EUR1,500 million 2.125 per cent. Notes due 2029 under the Programme. On 23<sup>rd</sup> September 2014, Total Capital Canada issued AU\$100 million 3.75 per cent. Notes due 2019 under the Programme.

Save as disclosed above, there has been no material change in the capitalisation and indebtedness of Total Capital Canada since 30 June 2014.”

## GENERAL INFORMATION

Paragraph (4) in the General Information section of the Debt Issuance Programme Prospectus on page 147 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 September 2014.

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 September 2014.

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 since the end of the last financial period for which interim financial information has been published, being 30 June 2014.

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 September 2014.”

## RECENT DEVELOPMENT

Total published the following press release on 22 October 2014.

### **“Total’s Board of Directors pays homage to Christophe de Margerie and organizes the Group’s new governance**

**Paris, 22 October 2014** – The Board of Directors met today and paid homage to Chairman and CEO Christophe de Margerie, who died tragically in an airplane accident in Moscow on the night of 20-21 October 2014.

After joining the Group in 1974, Christophe de Margerie was appointed to the Executive Committee in 1999, then named CEO of Total on 14 February 2007, and Chairman and CEO on 21 May 2010. He dedicated his brilliant career to the development of the Group, enabling its glowing success in the oil and gas sector and more recently in solar energy. The exceptional human and professional qualities that Christophe de Margerie exhibited during his time at Total were largely responsible for the success of the Group.

Following the recommendations of the Governance & Ethics Committee which met today, the Board of Directors made two unanimous decisions:

It named Thierry Desmarest Chairman of the Board of Directors. Mr. Desmarest is currently a member of the Board and Honorary Chairman of the Board.

It named Patrick Pouyanné Chief Executive Officer and President of the Executive Committee. Until today, he was President of Refining & Chemicals and a member of the Executive Committee. After holding several important executive positions in the Upstream segment in France and internationally over the past fourteen years, Patrick Pouyanné successfully managed the transformation of the Refining & Chemicals segment.

Thierry Desmarest’s role as Chairman of the Board of Directors will conclude at the end of 2015 in accordance with the age limits stipulated in the Group’s bylaws. The positions of Chairman of the Board of Directors and Chief Executive Officer will then be recombined.

Following the designation by the Central Works Council of a Board member to represent employee shareholders, which is scheduled for 4 November 2014, the Group’s Board of Directors will consist of fourteen members, including one employee shareholder representative.

## About Thierry Desmarest



A graduate of the *École Polytechnique* and an Engineer of the French *Corps des Mines*, Mr. Desmarest served as Director of Mines and Geology in New Caledonia, then as technical advisor at the Offices of the Minister of Industry and the Minister of Economy. He joined TOTAL in 1981, where he held various management positions, then served as President of Exploration & Production until 1995. He served as Chairman and Chief Executive Officer of Total from May 1995 until February 2007, and then as Chairman of the Board of Total until 21 May 2010. He was appointed Honorary Chairman and remains a director of Total and Chairman of the Total Foundation.

Director of TOTAL S.A. since 1995.

Last renewal: 17 May 2013 until 2016.

Chairman of the Governance & Ethics Committee, member of the Compensation Committee and the Strategic Committee.

The Honorary Chairman performs representation missions of the Group at a high level in accordance with the decision of the Board of Directors on 21 May 2010.

## About Patrick Pouyanné



A graduate of *École Polytechnique* and an Engineer of the French *Corps des Mines*. From 1989 to 1996, he held various positions in the French Industry Ministry and in ministerial offices, including Environment and Industry Technical Advisor to the Prime Minister from 1993 to 1995 and Chief of Staff to the Information Technology and Space Minister from 1995 to 1996. He joined Total in January 1997, as Chief Administrative Officer of Total E&P Angola and became Group Representative in Qatar and CEO of Total E&P Qatar in 1999. In August 2002, he was named Senior Vice President, Finance, Economics and

Information Systems in Exploration & Production. In January 2006, he became Senior Vice President, Strategy, Business Development and R&D in Exploration & Production. Patrick Pouyanné has been a member of Total's Management Committee since May 2006. In March 2011, he was appointed Senior Vice President, Chemicals and Senior Vice President, Petrochemicals. In January 2012, Patrick Pouyanné was appointed President, Refining & Chemicals and member of the Executive Committee.

\* \* \* \* \*

## About Total

Total is one of the largest integrated oil and gas companies in the world, with activities in more than 130 countries. Its 100,000 employees put their expertise to work in every part of the industry — exploration and production of oil and natural gas, refining, chemicals, marketing and new energies. Total is working to help satisfy the global demand for energy, both today and tomorrow. [www.total.com](http://www.total.com) “

## **PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD 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 Third Supplement is in accordance with the facts and contains no omission likely to affect its import and TOTAL S.A. accepts responsibility accordingly.

The statutory auditors' audit report on the consolidated financial statements for the year ended 31 December 2013, incorporated by reference in this Debt Issuance Programme Prospectus, draws attention to the "Introduction" to the notes in the consolidated financial statements, which sets out the accounting consequences resulting from the mandatory application of IAS 19 revised "Employee Benefits".

The statutory auditors' review report on the half-yearly financial information for Total S.A. for the nine-month period ended 30 September 2014 draws attention to note 1 to the condensed half-yearly consolidated financial statements, which sets out a change in accounting methods related to the change in the presentation currency of the consolidated financial statements from the euro to the U.S. dollar.

### **TOTAL S.A.**

2, place Jean Miller, La Défense 6  
92400 Courbevoie, France  
Duly represented by:  
Humbert de Wendel,  
Group Treasurer of Total S.A.  
on 6 November 2014

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 Third 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 Miller, La Défense 6  
92400 Courbevoie, France  
Duly represented by:  
Humbert de Wendel on behalf of Total Finance Corporate Services Limited  
Director of Total Capital  
on 6 November 2014



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 Third Supplement is in accordance with the facts and contains no omission likely to affect its import and TOTAL CAPITAL CANADA LTD. accepts responsibility accordingly.

The statutory auditors' report on the financial statements for the year ended 31 December 2012, set out on pages 1 to 4, incorporated by reference into this Debt Issuance Programme Prospectus, contains an observation.

**TOTAL CAPITAL CANADA LTD.**

2900, 240-4th Avenue S.W.  
Calgary, Alberta, T2P 4H4, Canada  
Duly represented by:  
Humbert de Wendel,  
President of Total Capital Canada Ltd.  
on 6 November 2014

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 Third 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 Miller, La Défense 6  
92400 Courbevoie, France  
Duly represented by:  
Humbert de Wendel on behalf of Total Finance Corporate Services Limited  
Director of Total Capital International  
on 6 November 2014



*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 Third Supplement the visa no. 14-590 on 6 November 2014. 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 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.