



**TOTAL**  
COMMITTED TO BETTER ENERGY



# THE SHAREHOLDERS' NEWSLETTER

N°44 / SPRING 2014

Report: Exploration & Production, a sustainable commitment in the Béarn region

« Total is confident of its ability to develop value-creating projects and reduce costs. »

CHRISTOPHE DE MARGERIE  
Chairman and Chief Executive Officer of Total



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Dear Shareholders,

As the year gets under way, I would first of all like to review our results from last year. In 2013 the Group reported a slight decrease in adjusted net income to \$14.3 billion. Against a backdrop of growing demand, the upstream environment remained stable with a Brent price close to \$110/barrel. In the downstream segment, the significant deterioration of European refining margins was partially offset by a more favorable environment for petrochemicals.

The year 2013 marks an important step for the Group. In the Upstream, launching major projects in Africa, Canada and Russia, and entering into promising new assets, particularly in Brazil, allows us to confirm our objectives and strengthens the Group's outlook beyond 2017. In the Downstream, the positive results achieved are evidence of the implementation of our ongoing reorganization.

In France, 2013 also marked the end of commercial operations of our long-running Lacq project. We had been anticipating the shutdown of this project for many years and our goal was to create conditions for ongoing industrial activity in the region. This was achieved with the Lacq Cluster Chimie 2030 project, which you can read more about in the Report section of this issue.

As previously announced, the intensive investment phase on which we embarked to transform our production profile by 2017 reached a peak of \$28 billion in 2013. Our 2014 budget for organic investments is \$26 billion. In addition, all Group sectors are mobilized to control their investments and reduce operating costs while maintaining as an imperative the priority given to safety.

With technological success in every segment, we are confident in our ability to develop value-creating projects. It is with this ambition that we move forward to implement our model for sustainable growth and reaffirm our priority for safety and acceptability in our operations.

As a sign of its confidence in the Group's strategy, and given our solid balance sheet, the Board of Directors decided to ask the Annual Shareholders' Meeting to approve a 2013 dividend of €2.38 per share, up for the second year in a row. This underscores our commitment to a policy of providing competitive returns to our shareholders.

Although the dividend is still in euros, you will notice that our financial statements will henceforth be presented in US dollars. This change is designed to make the Group's financial disclosures more comparable and better reflect the performance of our operations, which are mainly dollar-based.

The results for the first quarter of 2014 will be published on April 30. For my part, I invite you to attend the Annual Shareholders' Meeting on May 16. If you are unable to be there in person, don't forget French shareholders can still vote on the VOTACCESS internet platform. Every vote counts, so please have your say.

Thank you for your loyalty.



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The "2013 Results & Outlook" presentations are available on the "Total Investors" app and online at [total.com](http://total.com) under the heading [Shareholders ▶ Results](#).

## Total Lubricants: sustained growth to meet a boom in demand

The Lubricants business is the second biggest contributor to the income of the Marketing & Services division. Present in 150 countries, Lubricants intends to accelerate its growth in the automotive industry, manufacturing, and marine oils. The four pillars of this proactive strategy are the supply chain, research and development (R&D), partnerships, and brand awareness.

In the face of a mature European market, Total Lubricants needs to reposition itself in new growth markets. With annual lubricant demand expected to rise by around 1.5% in the Africa/Middle East region, and 2.5 to 3% in Asia in the next 10 years, the Group unveiled two new plants in Saudi Arabia and northern China at the end of October 2013.

In Saudi Arabia, where growth is supported by a rapidly expanding economy, Total has built a new blending unit\* in the King Abdullah Economic City (KAEC) industrial zone. With its strategic geographical location and high-quality infrastructure, KAEC will join the existing Dubai site as one of the region's key supply points.

The Asia-Pacific region, where the number of vehicles continues to rise at a steady pace, already accounts for one third of lubricant sales. Total posted annual growth of 7 to 8% and expects its largest blending unit in Singapore to come online in 2015. China, which is demonstrating vigorous growth, is now the world's second largest market, behind the United States, and the largest market for Total Lubricants (15% growth in 2013 with volumes sold now exceeding those of France). With its two plants in the country at saturation point, Total has opened a new blending unit at the Tianjin site.

Having operated in China for 15 years, the Group has an excellent corporate image related to the ongoing investments it has made in that country, a network of more than 150 Quartz oil-change centers, and high-quality products such as the Fuel Economy range of lubricants for the engines of recent vehicles. The main challenges are now to remain competitive, increase the brand's awareness and continue to develop innovative products.

To maintain its technological edge and anticipate manufacturers' requirements, Total makes R&D a priority. At the Solaize Research Center near Lyon, researchers develop, assess and test lubricants. At the same time, the

Technical Center for Asia-Pacific opened its doors in 2012 in Mumbai, India, to provide customers with local technical assistance and better meet the specific needs of the Asian markets.

Partnerships with manufacturers are key to supporting sales development. Upstream, they legitimize our added value as a technical partner. Downstream, they open up new markets through recommendations. For example, in China, the Group is working with long-term partners (PSA and Renault-Nissan) as well as Asian manufacturers (Great Wall, Sany and Kia).

To meet the growth challenge, Total must also develop its reputation in certain growth regions where, because the brand is not attached to a large service-station network, it is still relatively unknown.

This is the case in South America, where the Group recently launched a major sponsorship program. In July 2013, it became the lead sponsor of *Copa Total Sudamericana*, a football tournament involving 10 South American countries. TV advertising, online campaigns, stadiums in Total colors, and other initiatives gave us visibility in front of 66 million TV viewers. Lastly, as official sponsor of the Dakar Rally, Total launched a huge promotional campaign for the January 5 start of the 2014 edition, which took place in Argentina, Bolivia and Chile. It was a unique opportunity to gain visibility in Latin America and demonstrate not only Total's local presence by providing supplies throughout the rally, but also to showcase the performance of Total lubricants, which are used by many of the competitors.

\* A blending unit is a plant that manufactures and packages lubricants.



« Our positioning in the giant offshore Libra oil field strengthens and diversifies our Upstream portfolio and supports our strategy for continuous production for the next decade. »

### United Kingdom: Shale gas

Acquisition of a 40% interest in two shale gas exploration and production licenses. The licenses are located in the East Midlands and cover an area of 240 km<sup>2</sup>. The initial exploration phase will be operated by IGas, with Total becoming project operator for the appraisal and development phase.

### Brazil: Oil

Award of a 20% participating interest in a 35-year production sharing contract to develop the giant Libra oil field, which has a potential of 8 to 12 billion barrels of recoverable oil resources and peak crude oil production of up to 1.4 million barrels per day. Plans are in place to conduct a 3D seismic survey, drill two wells and perform qualification tests before the end of 2015.



Patrick de La Chevardière  
Chief Financial Officer

### Against the challenging backdrop of 2013, did Total fare well?

Actually, in an environment that was stable for upstream but experiencing a sharp deterioration in European refining, our results were down slightly at \$14.3 billion. We are the only major\* to have maintained our level of hydrocarbon production. The decline in Upstream income is mainly related to rising technical costs. In the Downstream, the restructuring has started to produce results. Refining & Chemicals benefited from synergies and efficiency plans amounting to \$250 million. With earnings up more than 40% to \$1.5 billion, Marketing & Services is accelerating its growth, particularly in Africa and the Middle East. New Energies are at break-even.

### The dividend has increased. Can you comment on this?

We have a solid balance sheet. In keeping with our shareholder return policy, the Board of Directors decided to ask the next Annual Shareholders' Meeting to approve the distribution of a dividend of €2.38 per share, with a final dividend up by 3.4% to €0.61 per share. This is clearly a sign of confidence in the Group's strategy and in the ability of our teams to develop value-creating projects.

\* Other majors: BP, Chevron, ExxonMobil and Shell

## Other highlights since your last Shareholders' Newsletter

- ▶ **Angola:** announcement of a sale agreement to Sonangol E&P of our 15% participating interest in Block 15/06, located in deep water to the north-west of Luanda.
- ▶ **Argentina:** launch of the development of the offshore Vega Pleyade gas and condensate field.
- ▶ **Bolivia:** Phase 2 start-up at the Itaú gas and condensate field in the Andean Cordillera foothills.
- ▶ **Canada:** launch of the development of Fort Hills, an oil sands mining project in Alberta.
- ▶ **Congo:** finalization of the 15% stake acquired by Qatar Petroleum International in the capital of Total E&P Congo.
- ▶ **Iraq:** discovery of oil and gas condensate on the Mirawa well, Harir Block, Kurdistan region.
- ▶ **Malaysia and Oman:** extension of the mining portfolio with new deep-water exploration licenses.
- ▶ **Norway:** start-up of oil production from the Ekofisk South field in the North Sea.
- ▶ **Papua New Guinea:** signing of an agreement to acquire a participating interest in major gas discoveries in the Elk and Antelope fields.
- ▶ **South Africa:** Total selected for a project to build an 86-MWp solar power plant equipped with the high-yield technology of its subsidiary SunPower.

### Russia: Liquified natural gas (LNG)

Launch of the Yamal LNG development in which the Group holds a direct interest of 20%. This project will develop 5 billion barrels of oil equivalent reserves and includes the construction of an LNG plant with capacity of 16.5 million metric tons per year. Approximately 80% of the project's production has already been sold under long-term contracts.

To find all press releases and learn more about the e-mail alert system which notifies you of each new press release, please visit our website [total.com](http://total.com)

## 2013 KEY FIGURES

Hydrocarbon production

**2.3 million** barrels of oil equivalent day  
(stable vs 2012)

**56.8 %**

Average tax rate  
(versus 56.5% in 2012)

**23.3 %**

Net-debt-to-equity ratio

**14.3 billion dollars**

Adjusted net income (-10% vs 2012)

Data as at December 31, 2013

Average exchange rate: 1.3281 \$/€

## Exploration & Production, a sustainable commitment in the Béarn region

The year 2013 marked the shutdown of commercial gas operations in the Lacq gas field. However, Exploration & Production (E&P) had long been anticipating this and therefore made careful plans to safeguard the region's industrial activity for the long term. In Pau, the *Centre Scientifique et Technique Jean Féger* (CSTJF), which bears the name of one of the discoverers of the Lacq field, is one example of Total's long-standing involvement in the Béarn region.

### Interview with Pierre Bang

Senior Vice President Operations, E&P division  
Senior Vice President of CSTFJ in Pau



**People often talk about Total's headquarters at La Défense, but few are aware that part of the headquarters of the E&P division is actually located in Pau, at CSTJF, of which you are Senior Vice President.**

Yes indeed, CSTJF has 2,750 employees of 49 different nationalities and is a central part of E&P operations. This world-class center of technological excellence houses a substantial portion of the division's scientific expertise and research resources.

It's a powerful Research and Development (R&D) center that works closely with the six other R&D sites throughout the world (Calgary in Canada, Houston in the United States, Aberdeen in Great Britain, Stavanger in Norway, Doha in Qatar, and soon in Russia). In Pau, the 700 engineers and technicians involved in R&D have 5,000 m<sup>2</sup> of state-of-the-art laboratories that are ISO 9001- and 14001-certified\*. We are aiming for ISO 14001 certification of the entire Center in 2014.

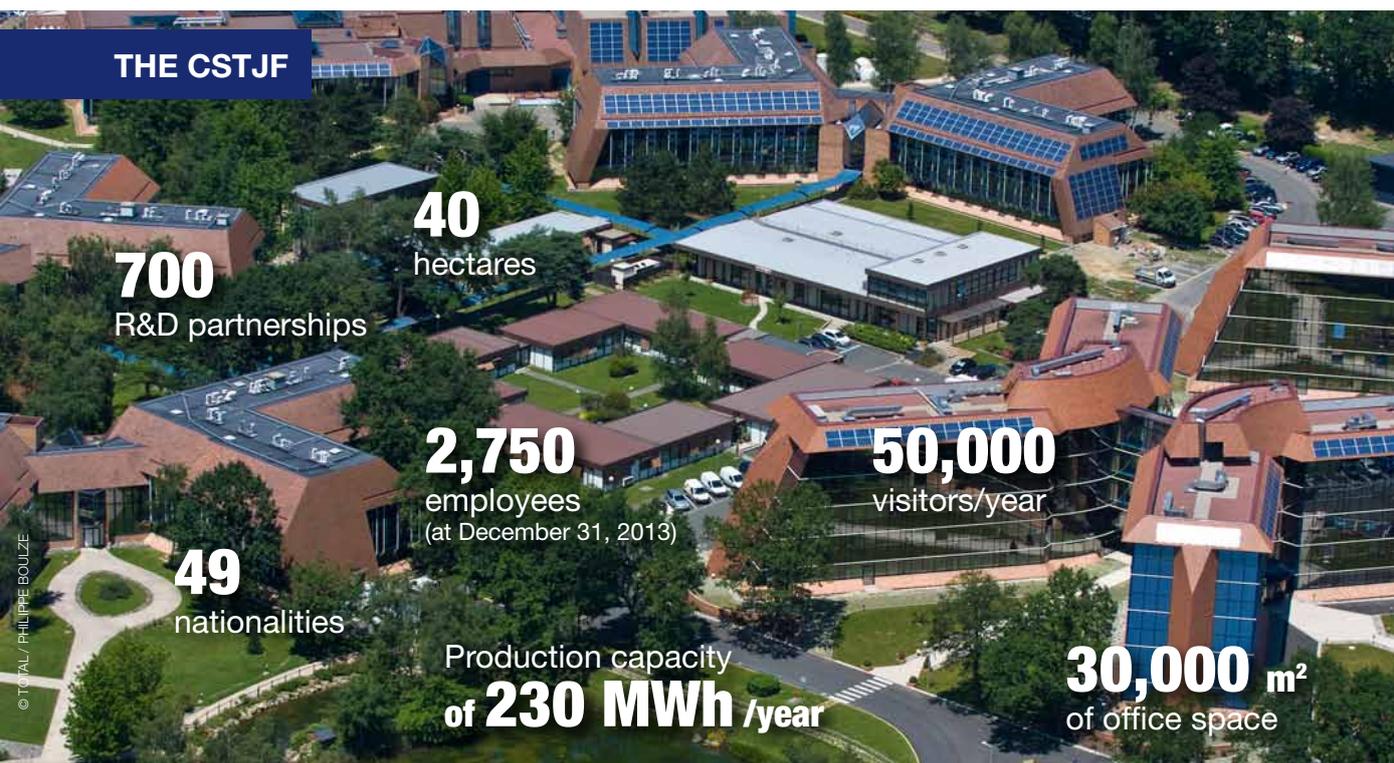
CSTJF is also the scientific and technical lifeblood of the E&P subsidiaries. Its teams are the subsidiaries' day-to-day key partners, conducting studies and frequently meeting internationally based operating staff. These globe-trotting "agents" from the Pau center carry out 3,500 international assignments per month to provide direct assistance to their peers at our operational sites throughout the world. Not a single operation is carried out in the world without someone from Pau being involved. Cutting-edge technologies are therefore crucial, as shown by the recent installation of Pangea, a supercomputer that's more powerful than NASA's!

**CSTJF is a central point for operations, but there are other businesses at the site. What other specialties are being developed in Pau?**

The Pau teams are involved in every stage of E&P operations, and therefore in a project's process, from preliminary assessment to the phase known as "site abandonment" once production is shut down.

Many businesses are therefore represented at CSTJF, where 60% of employees are high-level executives: not only researchers and mathematicians but also experts in technical businesses such as Geology, Geophysics, Reservoir, Geomatics, Drilling and Wells, Production and Maintenance Techniques, and Health, Safety and Environment. There are also numerous support businesses such as Finance, IT, Human Resources and Telecommunications. All the businesses are key to the subsidiaries and must therefore be exemplary. I'd like to give two examples of this. First of all, drilling. Total is part of a small circle of international oil companies that have maintained in-house expertise on drilling fluids (commonly called "muds"), a topic of particular concern after BP's accident in the Gulf of Mexico in 2010. Total applies its expertise in this field to every project – expertise that today is greatly envied by our competitors. The second example is that of telecommunications, the nerve center for communication and for securely sharing data and software applications with subsidiaries. This business is therefore highly specific and strategic. The Center has its own network that links 1,250 sites around the world, making it possible to hold 45 video conferences simultaneously.

The site is also home to Integrated Project Groups, which are set up at the time of the final decision to develop a



project and which operate through to production start-up. In 2013, teams working on the Kaombo fields in Angola and the five projects of the PBF (Projects Brown Field) entity, which is dedicated to increasing the recovery rate of mature fields, left Paris to join CSTJF and foster a closer working relationship with the Reservoir teams based in Pau. More teams will follow between now and the summer of 2014.

Lastly, the Center is also a training center not only for Total employees hired by the subsidiaries but also for those from national oil companies with whom we partner throughout the world. Every year, 300 technicians, engineers and international executives join the Center's teams for a minimum three-year assignment.

**The reason this center of excellence was set up in Pau was its proximity to Lacq. With the shutdown of commercial operations at Lacq, will Total still be as involved in the region?**

For Lacq, it's the end of an era, but history continues with Lacq Cluster Chimie 2030. The activities of the Lacq Research Center have been incorporated into the scope of CSTJF. Although the site was built in Pau in the 1980s, Total's goal was not only to create the conditions for industrial activity in the Lacq basin, but also to ensure that crucial high-level activity would continue in the region on a permanent basis. Part of Total's DNA is in Béarn and will remain so.

CSTJF is a key player in the region's economic and social dynamic and a partner in its sustainable growth. Total is committed to the region, to helping it develop and create long-lasting skills in the E&P field. We want to play a major role in integrating young people and people with disabilities

into the workforce. Currently, 170 people in Pau are on skills-building or work-study programs, and some 30 of these people have disabilities. We are also a driving force behind non-profit organizations such as FACE (*Fondation Agir Contre l'Exclusion*), a foundation working against exclusion. With a partnership history going back some 40 years, we signed a new cooperation framework agreement last September with the University of Pau and the Adour Region to develop a joint strategy for closer collaboration on training, research and innovation.

Thanks to CSTJF, we have a true technological showcase, a centre of openness and contact that promotes the development of Total's image and its business. Every year, the Center welcomes 50,000 visitors for business purposes, and an average of 70 foreign delegations. It is also a real-life example of our commitment to energy efficiency. Solar panels have been installed on 2,400 m<sup>2</sup> of the Center's façade, giving Pau a production capacity of 230 MWh/year, which it supplies to the grid. The new Pangea computer is also equipped with an innovative heat recovery system which provides heat to all of the site's buildings.

As part of our approach to growth, we are progressively investing in the site to support the growth of our E&P business and host new Project Groups. We opened an additional building in September 2013, another is under construction and expected to be delivered in 2014. The number of employees should reach 2,900 by the beginning of 2015.

\* ISO 9001 relates to quality management, and ISO 14001 to environmental management.

The Shareholders' Newsletter presents three examples of cutting-edge technology at CSTJF.

## The core sample library, a journey to the center of the Earth

Core samples are cylinders of hard-rock retrieved during drilling and are the sole elements that give us real insight into the oil reservoir. This unique sample contains a wealth of information and is a sort of Rosetta stone for geologists.



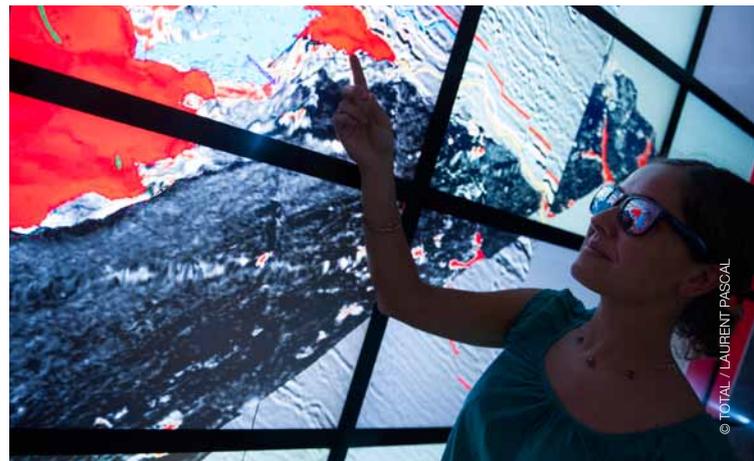
The core sample library receives, analyzes, samples and processes cores from subsidiaries around the world. Dissecting a core requires some remarkable technology. First the core passes through a scanner, much like those used in medical imaging, and then samples are sent to the various CSTJF laboratories for analysis. Next the core is sliced and photographed to allow the geologist to visualize the structure and texture of the rock, much as it would be deep underground.

The data retrieved decodes many of the field's secrets: the reservoir's geometry and irregularities, the volume of hydrocarbons it contains, the nature of the fluids, and so on. By extrapolation, this information will determine the best way to produce the field (number, type and location of wells, for example) and will be used to assess its economics.

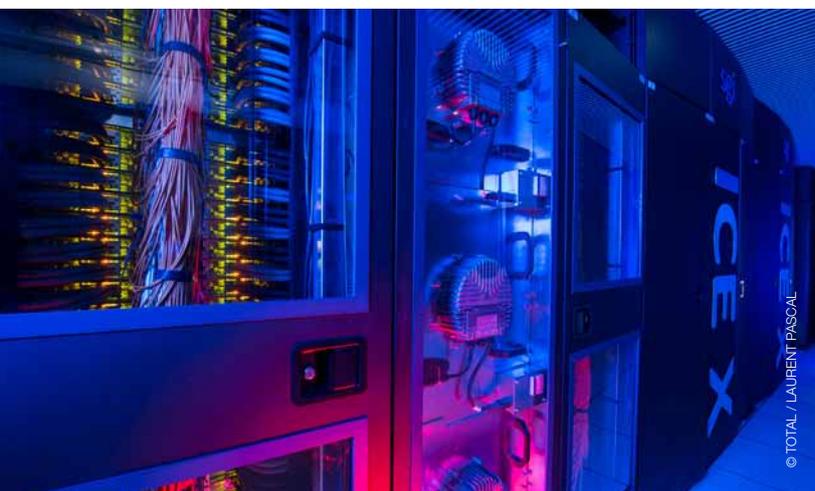
## Sismage, the world's most unique seismic interpretation platform

Sismage's goal is to make the invisible more accessible. At the cutting-edge of seismic imaging and image processing, the platform was created 30 years ago and was dedicated to seismic interpretation from the outset. Sismage is now shared by many E&P business lines: geosciences, from helping with seismic interpretation to characterizing reservoirs; drilling, from upstream drawing of well trajectories to managing wells in real time; and management of reservoirs in production, thanks to 4D seismic interpretation (3D seismic repeated over time) to check the reservoir's production momentum.

Constantly at the vanguard of innovation, Sismage is a tool of increasingly high performance that is steadily expanding in scope and capabilities. A total of 90% of E&P's seismic interpretation is conducted on Sismage, which is used by 35 subsidiaries worldwide.



## Pangea, E&P's supercomputer



With Pangea, E&P's new HPC (High Performance Computer) inaugurated in March 2013, Total now owns one of the world's 15 most powerful supercomputers. Its computing performance of 2.3 petaflops (millions of billions of operations per second) is equivalent to 27,000 personal computers and increases computing speed by a factor of 15. Pangea is used in two areas: first in exploration, to process seismic data (transformed into images of subsoil) faster and more accurately, and test multiple geological interpretations in order to mitigate risk; and second in production, to simulate reservoirs (by modeling liquid flow) to optimize profitability. Pangea also has storage capacity of 7 Pb (millions of billions of bytes), equivalent to 1.75 million DVDs, and has an innovative water-based cooling system where calories are recovered to heat CSTJF buildings. Total plans to continue to increase Pangea's computing power to retain this technological advantage well into the future.

## Lacq: from yesterday to today

As one adventure ends, another takes shape. Commercial operation of the Lacq gas field shut down permanently on October 15, 2013. In partnership with local stakeholders, the Group had long been preparing for this shutdown, with the goal of safeguarding industrial operations developed downstream of gas extraction along with the associated jobs, and sustaining the Lacq basin's economic momentum over the long term. This exemplary collective commitment has materialized into the site's industrial redeployment, now well under way.

Discovered in 1951 by SNPA (*Société Nationale des Pétroles d'Aquitaine*), the Lacq field went into production in 1957 and was one of France's flagship post-war industrial projects, despite the major technological challenges resulting from the field's pressure conditions and corrosive fluids, which were unique in the world.

In the 1960s and 1970s, Lacq was a major gas supplier in France, producing at its peak 33 million m<sup>3</sup>/day before volume began to decline gradually from the early 1980s. Anticipating the field's inevitable depletion, the Group started to develop a long-term industrial strategy, working with local authorities and government departments. The creation of SOBEGI (the "Béarnaise industrial management company") in 1975 equipped the industrial platform with an innovative system for supplying steam, electricity, fluids and services at a competitive price. *Total Développement Régional* (formerly SOFREA, established in 1978) has also been helping to build a solid future for the region by supporting small and medium-sized local businesses and new manufacturing startups.

In 2008, an innovative idea took shape, cementing the industrial platform's future. Anticipating the shutdown of commercial gas production in 2013, the remaining 3% of reserves will now be produced at low flow to supply local manufacturers with cost-competitive sulfur and power for 30 more years. This is the project known as Lacq Cluster

Chimie 2030, which was inaugurated on November 22, 2013 by French Prime Minister, Jean-Marc Ayrault. The project is the result of close cooperation between the platform's manufacturers, and in addition to maintaining existing operations, will create an attractive environment intended to encourage new players to locate to the site.

The first tangible result of this strategy came in 2012 with the decision by Toray Carbon Fibers Europe to set up a production plant in Lacq to produce polyacrylonitrile, a raw material needed for carbon fiber production. The presence of the Japanese group could eventually be boosted by a new research center and facilities for producing resin and carbon-fiber composites used in the manufacture of aircraft parts or manufacturing components.

Today other fine chemicals or bioenergy projects are generating a volume of investment that is unprecedented in France and these are turning Lacq into a model industrial hub that will have safeguarded 8,000 jobs despite the decline in its traditional activity.

In addition, in keeping to the targets assigned to it by the Group of "zero accidents" and "zero layoffs" during the shutdown of operations, Total E&P France brought 56 years of gas production to a close in a responsible manner at a site which, from the start, proved it could accept manufacturing and adapt to change.



## IN BRIEF...



ISO 9001 certification for the Individual Shareholder Relations Department renewed in October 2013.

This quality standard demonstrates the Group's commitment to ensuring that individual shareholders will be satisfied with our financial information service well into the future.



2013 Investor Awards: Total awarded the prize for "Long-term Performance".

For the second consecutive year, Boursorama and Morningstar conducted a major online survey in May 2013 to determine individual and professional investors' top listed companies and asset management companies. Almost 40,000 votes were received in total.



9 out of 10 shareholders are satisfied.

Two satisfaction surveys were conducted in November and December 2013. The first measured your satisfaction with our communication process and our services, and the second, which was more targeted, concerned our presence at the Actionaria trade show in Paris. The excellent results from these surveys encourage us to continue our efforts to improve the quality of our service. We thank the 2,700 participants and invite you to read the summaries (french only) online at our website [total.com](http://total.com).



The 2014 Shareholders' Guide available online at [total.com](http://total.com).

Check out the 2014 edition of your Shareholders Guide, which is available from mid-March at [total.com](http://total.com) under the Investors heading (in electronic format and french only).

## 2014 Annual Shareholders' Meeting: online voting through VOTACCESS

In 2013, almost 10,000 of you voted online using VOTACCESS.

This voting platform allows all French shareholders (holders of registered or bearer shares) prior to the Annual Shareholders' Meeting to electronically transmit their voting instructions, request an admission card or appoint or revoke the appointment of a proxy, under the following conditions:

- ▶ only holders of bearer shares whose account holding institution has joined this platform and offers this service may access it;
- ▶ access to VOTACCESS through the web portal of the account holding institution may be subject to specific conditions defined by that institution.

After logging into the "Stock Exchange" portal of your financial intermediary, access your share account or your share savings plan and follow the instructions on the screen.

VOTACCESS opens on April 22, 2014.

## Actionaria winners visit Feluy in Belgium

At the Actionaria trade show at the end of November 2013, the Individual Shareholder Relations Department organized a competition with the prize of a private tour of the Feluy Research Center, round-trip travel between Paris and Brussels, dinner and one night's accommodation in Brussels.

The lucky winners had the opportunity to visit the different sectors of this Refining & Chemicals site, specifically the plastic products production plant, the Research Center, and the MTO/OCP (Methanol-to-Olefins/Olefin Cracking Process) pilot unit, the first of its kind in the world, designed to test innovative processes for manufacturing plastics from methanol.



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## Solidarity wealth tax

If you are liable for the French solidarity wealth tax, you have the option, for your 2014 tax declaration, to use:

- ▶ either the last known price at December 31, 2013: €44.53;
- ▶ or the average of the closing prices for the last thirty stock trading days in 2013: €43.598.

## 2014 dividend

Subject to decisions by the Board of Directors and shareholders at the Annual Shareholders' Meeting to approve the financial statements and the final dividend, the ex-dividend dates of the quarterly interim dividends and the final dividend for 2014 will be as follows:

- ▶ First interim dividend / September 23, 2014
- ▶ Second interim dividend / December 15, 2014
- ▶ Third interim dividend / March 23, 2015
- ▶ Final dividend / June 8, 2015

The ex-dividend dates above relate to the Total shares traded on the NYSE Euronext Paris.



### Upcoming events

**April 26, 2014** / "VFB Happening" Investor Conference in Antwerp (Belgium)

**April 30, 2014** / First quarter 2014 results

**May 16, 2014** / Annual Shareholders' Meeting in Paris

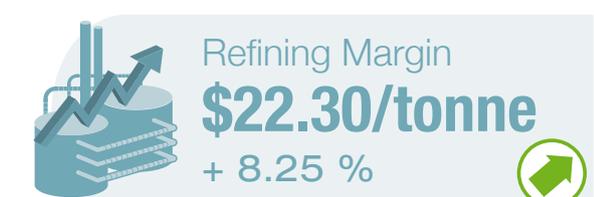
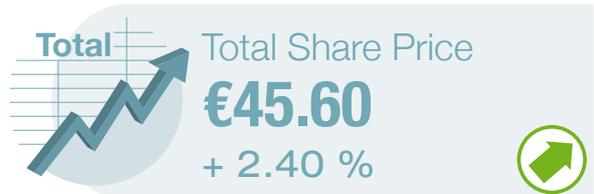
**June 2, 2014** / Shareholders' meeting in Toulouse

**June 2, 2014** / Ex-dividend date for the final dividend of 2013<sup>(1)</sup>

**June 5, 2014** / Payment of the final dividend for 2013<sup>(1)</sup>

**June 12, 2014** / Shareholders' meeting in Lyon (Shareholders' Village)

(1) Subject to the approval of the Annual Shareholders' Meeting on May 16, 2014.



Data as at February 21, 2014  
Changes since December 31, 2013

## Your contacts

For answers to your questions about the Total share, to give us your feedback on the information provided or to change your personal data\*, you can contact our department:

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**N° Vert 0 800 039 039**  
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From outside France: + 33 1 47 44 24 02

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\* Your personal data is treated in accordance with the law and you are entitled to access, amend or object to it by contacting our Shareholder Relations Department.



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