



THE SHAREHOLDERS' NEWSLETTER

Summer 2010

> Special – Annual Shareholders' Meeting



TOTAL

MESSAGE FROM THE CHAIRMAN

“

I am deeply attached to Total, its shareholders, its partners and all its employees

”

Dear Shareholders,

More than 3,700 of you participated in your Annual Meeting on May 21. This is testimony to your loyalty and deep attachment to your Company. On behalf of all Total employees, I wish to express my warmest and sincerest gratitude. This issue of the Shareholders' Newsletter, exclusively devoted to the Annual Meeting, is intended to share, with the great majority of shareholders, this significant moment in the relationship between the Company and its shareholders.

We discussed the difficult economic environment in 2009 at the Meeting. It was a particularly challenging year following an exceptional one in 2008. But with rigorous management and a long-term vision, your Group held up well. Total is particularly proud to continue its longstanding corporate solidarity initiatives with the Total Regional Development unit which has helped to create and maintain thousands of jobs in the small and mid-sized businesses in the regions we are active through our manufacturing facilities. The results of these initiatives are presented in this newsletter.

This is also an important year in the governance of your Company. Three years ago, we separated the functions of Chairman of the Board and Chief Executive Officer to ensure a seamless transition. I stated that this would be a temporary measure: the dual Chairman-Chief Executive Officer role has been reinstated and is now official. This is a good resolution for your Company. In an industry like ours, unified leadership offers advantages and we believe we have the right balance in the distribution of powers within the Board of Directors while maintaining a single position held by the Chairman and Chief Executive Officer.

Christophe de Margerie was elected Chairman and Chief Executive Officer by your Board of Directors after the Meeting. You can count on his skills and determination to build a bright and prosperous future for Total and Christophe de Margerie knows he will always have my support as a member of the Board.

The time has come for me to relinquish the responsibilities you entrusted me with in May 1995. I make no secret of the fact that this is an emotional moment. I want you to know what a very great honor and pleasure it has been to chair your Meeting for fifteen years.



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THIERRY DESMAREST
Chairman of the Board of Directors,
Honorary Chairman of Total since May 21, 2010

With your support, Total has continued to grow in its different business lines, and its financial performance has improved substantially. I am very pleased that the teams, under Christophe de Margerie's leadership, are providing us with new growth opportunities while making sure we continue to post high returns.

I remain deeply attached to Total, to its shareholders, to its partners and to all its employees. Total has given me the best of what a company can give its leader: the opportunity to construct a plan, the means to achieve that plan successfully, and the satisfaction of achieving it along with the Company, with all its employees, with its Board of Directors, and with the support of its shareholders.

I wish to extend my warmest and sincerest thanks for the trust you have placed in me these past fifteen years.



Annual Meeting

View video excerpts from Thierry Desmarest's and Christophe de Margerie's speeches

on the Internet by selecting the heading Individual shareholders on the web site www.total.com

Governance: The Audit Committee

The Audit Committee's members are appointed by the Board of Directors. There are three independent directors, Patricia Barbizet, appointed Chair on July 28, 2009, Bertrand Jacquillat and Thierry de Rudder. Their mission is to assist the Board of Directors in ensuring the effectiveness of internal controls and the accuracy of information provided to shareholders and financial markets.

Audit Committee's primary responsibilities

- Examine the assumptions made to close the accounts, financial and cash position and liabilities recorded in the Group's and parent company's accounts;
- Ensure that the financial information accounts and major indicators, such as proven reserves, provided to the market have been properly prepared and validated;
- Ensure, with the assistance of the internal audit department, that the internal control procedures and risk management systems for all segments of the company are in place and operating efficiently;
- Ensure that the work of the Statutory Auditors is carried out properly and independently, including the proposal of their compensation and, as applicable, their appointments or renewal of their appointments to the Board of Directors;
- Review the work programs and findings of the Statutory Auditors and the internal audit department.

Audit Committee's activities in 2009

The Committee met for six sessions and interviewed the Chief Financial Officer, the Group's Treasurer and Accounting Director, the Director of Group Audit, and the Statutory Auditors. The meetings are an opportunity for discussion among the members of the Committee and the Company's various executives in order to obtain the necessary explanations.

Actions specifically requested by the Audit Committee in 2009

In 2009 and 2010, the Committee requested a presentation of the risk management systems for the Group's main business segments so that it could identify and better control the main risks to ascertain their consistency with the Group's strategy and objectives. The investment approval process was also explained to the Committee.

Furthermore, in 2009, the Audit Committee recommended a competitive bidding process to replace the Statutory Auditors. After studying the written bids, and then interviewing the four firms selected in the bid tender (including two from the existing panel of auditors), the Audit Committee recommended the renewal of the terms of the current audit panel. This choice was approved by the Annual Meeting on May 21, 2010.



PATRICIA BARBIZET

A 1976 graduate of the Paris École Supérieure de Commerce, Ms. Barbizet began her career with the Renault Group as Treasurer of Renault Industrial Vehicles and then became Chief Financial Officer of

Renault Crédit International. She joined the Pinault Group in 1989 as Chief Financial Officer, and then in 1992 became Managing Director of Financière Pinault, a position she held until 2009. Since 1992, she has been Director-Chief Executive Officer of Artémis. She has also been Vice-Chairman of the PPR Board of Directors since 2005 and Chairman of Christie's.

A Total S.A. Director from May 16, 2008 until 2011.



BERTRAND JACQUILLAT

A graduate of the École des Hautes Études Commerciales (HEC), the Paris Institut d'études politiques, and Harvard Business School, Mr. Jacquillat holds a PhD and an Agrégation

in management. He has been a university professor (in France and the United States) since 1969. He has taught at the Paris Institut d'études politiques since 1999. He is Vice President of the Economists' Circle and a member of the Prime Minister's Council of Economic Analysis; he is the Chairman and Founder of Associés en Finance.

A Total S.A. Director since 1996 – latest renewal: May 16, 2008 until 2011.



THIERRY DE RUDDER

A graduate in mathematics from the University of Geneva and the Free University of Brussels, Mr. de Rudder holds an MBA from the Wharton School. He held various

positions at Citibank from 1975 to 1986, and then at the Brussels Lambert Group, where he is Chief Operating Officer.

A Total S.A. Director since 1999 – latest renewal: May 21, 2010 until 2013.

“Your Group is doing well despite a tough environment”

At the May 21 Annual Meeting, Christophe de Margerie discussed the main results for 2009 and the first quarter of 2010, and outlined the Group’s strategy and prospects. Your Shareholders’ Newsletter reports a few key messages.

Keeping capital expenditures high

“In order to grow, you have to invest. We are working hard and will continue to work hard in that area: 13 billion euros in capital expenditures in 2010 is the same as last year’s figure.

It is vital to invest in order to replace our resources, and exploration remains the centerpiece of our strategy. Our oil and gas production in the first quarter of 2010 was up 4.5% over 2009, thanks to past expenditures. The beginning of the year was highlighted by the start-up of the second Yemen LNG liquefaction train and the launch of two new major projects, heavy oils in Canada and deepwater offshore in Great Britain. We also acquired new exploration permits in Kazakhstan and in the south of France, where we are assessing the potential for non-conventional gas.

It is this investment policy that will continue to drive the Group’s success in the future.”

Adapt to supply and demand

“Given the current surplus in refining capacity in Europe and the even greater surplus in North America, and the structural decline in the demand for petroleum products in those regions, we must adjust to market trends. This obviously means a reduction in our refining capacity.

There are substantial needs in the Middle East and China, which is why we are participating in the project to build a new refinery in Saudi Arabia. The products from that refinery will be intended for the local and Asian markets.”

Continue to increase safety

“In a manufacturing group, safety remains the top priority. Our performance in terms of safety is improving, but we had too many serious accidents in France in 2009. We set up a general inspection team that inspected our principal manufacturing plants in France and made work recommendations to improve safety behavior and clarify safety regulations.

Our emphasis on safety as a priority is an integral part of our strategy just like our worldwide policy of corporate and environmental responsibility.”



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CHRISTOPHE DE MARGERIE
Chairman and Chief Executive Officer of Total
since May 21, 2010

Events in the Gulf of Mexico

“Total is one of the major players in offshore oil, particularly deep water offshore. We bring every resource to bear and we use the best standards in the industry so that this kind of accident never happens. I have confidence in the ability of the industry in general, and Total in particular, to learn everything possible from this disaster.”

Governance

As he announced in 2008, Thierry Desmarest has left the chairmanship of Total. After this meeting, the Board of Directors voted to combine the duties of Chairman and Chief Executive Officer.

A glowing tribute

“I would like to pay tribute to Thierry Desmarest and his hard work. During the past fifteen years, Thierry Desmarest has led the Group with foresight and exceptional determination in implementing a strategy that makes Total one of the top companies in the world. It is an honor for me to succeed him and I am mindful of the enormous responsibility entrusted to me.”

CORPORATE SOLIDARITY



Total: a major company supporting small- and mid-sized businesses

Through its Total Regional Development (TDR) unit, the Group conducts a policy of “entrepreneurial solidarity” to support small- and mid-sized businesses that export and trade with each other in France and around the world. There are three types of support: financial support; export and international development assistance; and technological support and the sharing of expertise. Here are but two examples.

In Provence, Total first granted a loan to the buyer of the Rampal-Patou traditional soap-making factory in 2005 to launch development projects, and then provided its support so the business could expand globally by helping the factory to participate in the Frankfurt cosmetics show for two consecutive years.

In the Pau Region, the OTECH Company, which produces irrigation systems, now earns 15% of its revenues outside Europe, particularly in Australia and South America. To help the Company grow globally, Total provided logistical resources to provide the Company with volunteers under the Small Business volunteer program (VIE). Total also helped the Company develop contacts with the Chambers of Commerce and customer networks.

To learn more: www.developpement-regionale.total.com



Total Regional Development represents yearly:

- ✓ Assistance to 100 businesses
- ✓ 6 million euros in financial commitments
- ✓ 1,500 jobs created
- ✓ 150 businesses supported globally

Your questions at the Shareholders' Meeting

Every year, the participants ask a multitude of questions during the Q & A session. The Shareholders' Newsletter selected two of them.

Shareholder: I was really glad to see that in the first quarter of 2010 your oil and gas production had increased by 4.5% compared with 2009. What are the medium-term prospects?

Christophe de Margerie: Yes, we are glad to see production grow again, thanks in particular to the successful start-up of five major projects in 2009. Our objective is to ensure average growth of 2% per year between 2009 and 2014. With 2% per year, we will be above the average of global production growth, which is already a worthy challenge.

Shareholder: You explained to us that oil and gas resources will not be enough to meet the world's fast-growing energy needs. What role does nuclear energy play in Total's strategy?

CdM: Like solar energy and biomass, nuclear energy is part of our long-term strategy to expand our array of energy solutions. This is why we decided to acquire a stake in the Penly EPR project in the Department of Seine-Maritime. This is the first nuclear project in which Total will participate. On a global scale, Total will work to establish partnerships with experienced, recognized nuclear power companies.



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Tell us everything!



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We need to make continual improvements in our communications system designed just for you. Financial advice, corporate website, Shareholders' Newsletter,

toll-free number, etc. You have an opportunity to give us your opinion on all the communications procedures designed for individual shareholders through an on-going satisfaction questionnaire on the "Individual Shareholders" page on the web site www.total.com. Thank you in advance for your valuable contribution.

Profiles

Gunnar Brock



Born on April 12, 1950, Gunnar Brock is a Swedish citizen with an MBA in economics and management from the Stockholm School of Economics. He held different positions at TETRA PAK before becoming Managing Director. After serving as Managing Director of THULE from 2001 to

2002, he served from 2002 to 2009 as Managing Director of ATLAS COPCO, a specialist Swedish Company active in more than 160 markets and recognized worldwide for its products and services designed for the manufacturing and construction industries. He will bring to the Board his experience in the world of industry and will increase the Board's international representation.

Number of TOTAL shares held: 1,000.

Claude Clément



Born on November 17, 1956, he is a French citizen. As Head of Refining Operations Methods in the Refining Operations Department, he is an elected member representing the unitholders on the Supervisory Board of the TOTAL ACTIONNARIAT FRANCE FCPE [Company savings plan]. He joined

the Group in 1977.

Number of TOTAL shares held: 520.

Number of shares held in the TOTAL ACTIONNARIAT FRANCE FCP: 2,310.

Members of the Board of Directors

After the May 21, 2010 Shareholders' Meeting

Christophe de MARGERIE

Chief Executive Officer of TOTAL S.A
and Chairman of the Board of Directors

Thierry DESMAREST

Honorary Chairman of TOTAL

Patrick ARTUS

Director of Research and Studies,
NATIXIS

Patricia BARBIZET

Chief Executive Officer, ARTEMIS

Daniel BOUTON

Honorary Chairman,
Société Générale

Gunnar BROCK

Chairman of the Board of Directors,
STORA ENSO

Claude CLÉMENT

Employee Shareholders
Representative

Bertrand COLLOMB

Honorary Chairman of Lafarge

Paul DESMARAIS Jr.

Chairman of the Board, and Co-Managing
Director, Power Corporation of Canada

Bertrand JACQUILLAT

University Professor

Anne LAUVERGEON

Chair of the AREVA Board of Directors

Lord Peter LEVENE of PORTSOKEN

Chairman of Lloyd's, International
Financial Services, and General
Dynamics UF Ltd

Claude MANDIL

Former Executive Director
of the French Petroleum Institute

Michel PÉBEREAU

Chairman of the Board of Directors,
BNP Paribas

Thierry de RUDDER

Chief Operating Officer
Groupe Bruxelles Lambert S.A.

Adoption of the 21 resolutions approved by the Board

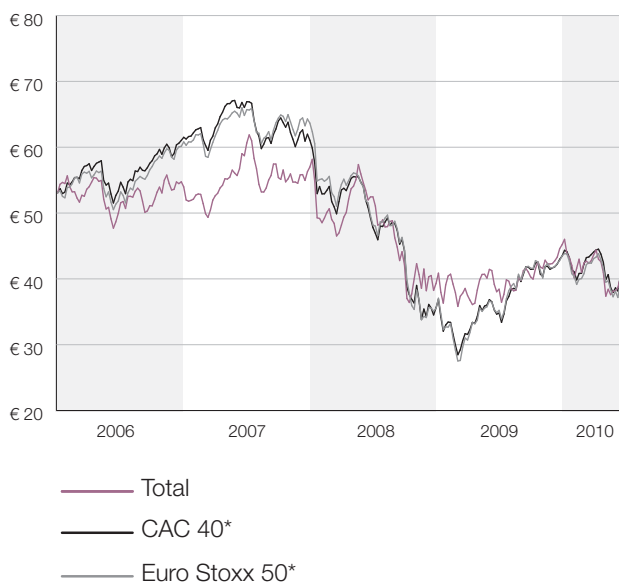
The shareholders adopted all the resolutions approved by the Board of Directors, including:

- Distribution of a dividend for 2009 of 2.28 euros per share, unchanged from the previous year. Given the payment of 1.14 euros per share made on November 18, 2009, the remainder of the dividend, 1.14 euros per share, was paid out in cash on June 1, 2010.

- Renewal of Messrs. Thierry Desmarest and Thierry de Rudder as members of the Board for a term of three years.
- The election of Mr. Gunnar Brock as director for a term of three years.
- The election of Mr. Claude Clément as director representing the employee shareholders for a term of three years.

This year the quorum amounted to 49.74% of the total shares compared with 58.2% in 2009. A breakdown of the voting results is available on the web site: www.total.com> page Individual Shareholders / Shareholders' Meetings.

History of the share price



* Indexed to the Total share price

Source Bloomberg; data as of June 18, 2010.

Your 2010 meetings

- **July 30:**
2nd quarter and 1st half results 2010
- **September 15:**
Mid-2010 performance and outlook in London
- **October 14:**
Individual shareholders' meeting in Lille
- **October 25:**
Individual shareholders' meeting in Mandelieu-La-Napoule
- **October 29:**
3rd quarter results 2010
- **November 19-20:**
Actionaria Trade Show (Palais des Congrès - Paris)



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View video excerpts of Thierry Desmarest's and Christophe de Margerie's speeches, under the heading "Individual Shareholders" on the web site at www.total.com. You can also view other videos from the Annual Meeting.

Your contacts

To find answers to your questions concerning Total shares and to send us feedback on the information provided, please contact the Individual Shareholder Relations Department:



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Send us a message through www.total.com

Page: Individual Shareholders
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