

**FIRST SUPPLEMENT DATED 13 AUGUST 2020
TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS DATED 9 JUNE 2020**



TOTAL

TOTAL SE

(incorporated as a société européenne in the Republic of France)

TOTAL CAPITAL

(incorporated as a société anonyme in the Republic of France)

TOTAL CAPITAL CANADA LTD.

(incorporated as a corporation in Alberta, Canada)

TOTAL CAPITAL INTERNATIONAL

(incorporated as a société anonyme in the Republic of France)

€40,000,000,000

Euro Medium Term Note Programme

Due from seven days from the date of original issue

This supplement (the “**First Supplement**”) is supplemental to, and should be read in conjunction with, the debt issuance programme prospectus dated 9 June 2020 (the “**Debt Issuance Programme Prospectus**”), which has been prepared by Total SE (which, prior to 16 July 2020, was Total S.A.), Total Capital, Total Capital International and Total Capital Canada Ltd. (the “**Issuer**” or “**Issuers**”, as the case may be) in relation to the €40,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Debt Issuance Programme Prospectus constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 as may be amended from time to time (the “**Prospectus Regulation**”). The Debt Issuance Programme Prospectus has been approved by the *Autorité des marchés financiers* (the “**AMF**”) in France in its capacity as competent authority under the Prospectus Regulation and pursuant to the French *Code monétaire et financier*, and received the AMF approval no. 20-247 on 9 June 2020.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation and pursuant to the French *Code monétaire et financier*. Unless the context otherwise requires, terms defined in the Debt Issuance Programme Prospectus shall have the same meaning when used in this First Supplement.

To the extent that there is any inconsistency between (i) any statement in this First Supplement or any statement incorporated by reference into this First Supplement and (ii) any statement in, or incorporated by reference in the Debt Issuance Programme Prospectus, the statements referred to in the preceding clause (i) will prevail.

This First Supplement constitutes a supplement to the Debt Issuance Programme Prospectus for the purposes of, and has been prepared in accordance with, Article 23 of the Prospectus Regulation for the purpose of, *inter alia*:

- (a) (i) for Total SE, incorporating by reference the financial report for the first half 2020 including the unaudited consolidated financial statements as at, and for the six month period ended 30 June 2020 and related review report and (ii) for each of Total Capital, Total Capital Canada and Total Capital International, incorporating by reference the unaudited interim financial statements for the first half 2020 and their respective related review reports;
- (b) amending the Debt Issuance Programme Prospectus to reflect the occurrence of the Conversion on its effective date of 16 July 2020 and the resulting corporate form of Total as a European Company (*société européenne*); and
- (c) updating the “*Description of Total*”, “*Total Capital Financial Statements*”, “*Total Capital Canada Financial Statements*”, “*Total Capital International Financial Statements*”, “*Recent Developments*” and “*General Information*” sections in order to reflect the foregoing changes in clauses (a) and (b) and certain other updates.

In accordance with and pursuant to Article 23.2 of the Prospectus Regulation, where the Notes are offered to the public, investors who have already agreed to purchase or subscribe for any such Notes before this First Supplement to the Debt Issuance Programme Prospectus is published shall have the right, exercisable within two working days after the publication of this First Supplement, i.e. until 17 August 2020, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23.1 of the Prospectus Regulation arose or was noted before the final closing of the offer period or the delivery of the Notes, whichever occurs first. Investors may contact the Authorised Offeror(s) should they wish to exercise the right of withdrawal.

This First Supplement, the Debt Issuance Programme Prospectus, the documents incorporated therein and herein by reference and any subsequent supplement to the Debt Issuance Programme Prospectus prepared from time to time will be available on the website of Total (www.total.com). This First Supplement, the Debt Issuance Programme Prospectus and any subsequent supplement to the Debt Issuance Programme Prospectus prepared from time to time will be available on the website of the AMF (www.amf-france.org).

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AMENDMENTS TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS

As a result of the effective date of the Conversion on 16 July 2020 as discussed under “Recent Developments—Total becomes a European Company (*société européenne*)” in this First Supplement, the Debt Issuance Programme Prospectus is hereby amended by this First Supplement as follows:

- on the cover page, references to “Total S.A.” shall be amended to read “Total SE”;
- on page 7 under the section “General Description of the Programme”, references to “Total S.A. (to be converted into a S.E. (*société européenne*) in the Republic of France, subject to the fulfilment of certain filing formalities with the Trade and Companies Register of Nanterre (*Registre du Commerce et Sociétés de Nanterre*))” shall be amended to read “Total SE”;
- on page 17 under the section “Risk Factors”, the first sentence under the risk factor under the heading “Notes issued by Total, Total Capital and Total Capital International and Notes guaranteed by Total will be subject to risks associated with French insolvency law” is hereby deleted and replaced with the following:

“Total is organized as a *société européenne* (European Company) in France and has its corporate seat in France and each of Total Capital and Total Capital International is organized as a *société anonyme* (limited company) in France and has its corporate seat in France.”
- on page 50 under the section “Terms and Conditions of the Notes”, references to “TOTAL S.A.” shall be amended to read “TOTAL SE”;
- on page 136 under the section “Form of Final Terms for Use in Connection with Issues of Notes with a Denomination of Less than €100,000 to be Admitted to Trading on an EEA or UK Regulated Market and/or Offered to the Public on a Non-Exempt Basis in the European Economic Area or the United Kingdom”, references to “TOTAL S.A.” shall be amended to read “TOTAL SE”;
- on page 151 under the section “Form of Final Terms for Use in Connection with Issues of Notes with a Denomination of €100,000 to be Admitted to Trading on an EEA or UK Regulated Market”, references to “TOTAL S.A.” shall be amended to read “TOTAL SE”;
- on page 172 under the section “General Information”, references “TOTAL S.A.” shall be amended to read “TOTAL SE”.
- on pages 175 and 177, references to “TOTAL S.A.” shall be amended to read “TOTAL SE”.

DOCUMENTS INCORPORATED BY REFERENCE

Paragraph (e) of the section entitled “*Documents Incorporated By Reference*” on page 32 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

“the sections referred to in the table below included in (i) for Total, the English language financial report for the first half 2020 including the unaudited consolidated financial statements as at, and for the six month period ended 30 June 2020 and related review report (the “**Total First Half 2020 Financial Report**”) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-08/Total-SE-H1-2020.pdf>), (ii) for Total Capital, the English language unaudited non-consolidated financial statements and related review report for the first half 2020 (the “**Total Capital First Half 2020 Financial Report**”) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-08/Total-Capital-H1-2020.pdf>), (iii) for Total Capital International, the English language unaudited non-consolidated financial statements and related review report for the first half 2020 (the “**Total Capital International First Half 2020 Financial Report**”) (https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-08/Total-Capital-International-H1-2020_0.pdf) and (iv) for Total Capital Canada, the interim financial statements for the six month periods ended 30 June 2020 and related review report (the “**Total Capital Canada First Half 2020 Financial Report**”) (and all cross-references to such Total Capital Canada First Half 2020 Financial Report refer to the actual page of the file accessible from the following link rather than the enumerated pages thereon) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-08/Total-Capital-Canada-H1-2020.pdf>);”

The table under the heading “Information incorporated by reference in relation to Total and the Group” in the section entitled “*Documents Incorporated by Reference*” on pages 33 to 39 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL AND THE GROUP

The following consolidated table cross-references the information incorporated by reference in this Debt Issuance Programme Prospectus with the main heading required under Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities) supplementing the Prospectus Regulation.

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report |
|---|---|---|--|---|
| 3. | Risk Factors | 82 to 89 | | |
| 4. | Information about the issuer | | | |
| 4.1 | History and development of the issuer | 7 to 13 and 20 to 21 | | |
| 4.1.1 | The legal and commercial name of the issuer. | 20, 258 and 276 | | |
| 4.1.3 | The date of incorporation and the length of life of the issuer, except where the period is indefinite. | 20, 258 and 276 | | |
| 4.1.4 | The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus. | 20, 258 and 276 | | |
| 4.1.5 | Details of any recent events particular to the issuer and which are to a material extent | 10, 18 to 20, 22 to 30 and 32 to 79 | | |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report | |
|---|--|--|---|------|
| | relevant to an evaluation of the issuer's solvency. | | | |
| 4.1.8 | Description of the expected financing of the issuer's activities. | 75 | | |
| 5. | Business overview | | | |
| 5.1 | Principal activities | | | |
| 5.1.1 | A description of the issuer's principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the issuer competes. | 4 to 7, 22 to 30 and 32 to 73 | | |
| 5.2 | The basis for any statements made by the issuer regarding its competitive position. | 4, 32 to 72 | | |
| 6. | Organisational structure | | | |
| 6.1 | If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure. | 20 to 21, 352 to 369 and 375 to 399 | | |
| 6.2 | If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence. | 20, 352 to 369 and 375 to 399 | | |
| 7. | Trend information | | | |
| 7.2 | Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year. | 29 to 30, 74 to 79, 82 to 89 and 258 | | 11 |
| 8. | Profit forecasts or estimates | | | |
| 8.1 | Where an issuer includes on a voluntary basis a profit forecast or a profit estimate (which is still outstanding and valid), that forecast or estimate included in the registration document must contain the information set out in items 8.2 and 8.3. If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such profit forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 8.2 and 8.3. | N/A* | N/A* | N/A* |
| 8.2 | Where an issuer chooses to include a new profit forecast or a new profit estimate, or where the issuer includes a previously published profit forecast or a previously published profit | N/A* | N/A* | N/A* |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report |
|---|---|---|---|
| <p>estimate pursuant to item 8.1, the profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate.</p> <p>The forecast or estimate shall comply with the following principles: (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; (b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; and (c) In the case of a forecast, the assumptions shall draw the investor's attention to those uncertain factors which could materially change the outcome of the forecast.</p> | | | |
| 8.3 | N/A* | N/A* | N/A* |
| 9. | Administrative, management and supervisory bodies | | |
| 9.1 | <p>Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;.</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p> | <p>130 to 167</p> <p>130 to 167</p> <p>N/A*</p> | |
| 9.2 | <p>Administrative, management, and supervisory bodies' conflicts of interests</p> <p>Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.</p> | 142 to 145 and 166 to 167 | |
| 10. | Major shareholders | | |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report |
|---|---|---|--|---|
| 10.1 | To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused. | 267 to 269 and 278 | | |
| 10.2 | A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer. | N/A* | N/A* | N/A* |
| 11. | Financial information concerning the issuer's assets and liabilities, financial position and profits and losses | | | |
| 11.1 | Historical financial information | | | |
| 11.1.1 | Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year. | 282 to 399 | 250 to 360 | N/A* |
| 11.1.2 | Change of accounting reference date If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter. | N/A* | N/A* | N/A* |
| 11.1.3 | Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002. If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation. | 279 N/A* | 247 N/A* | 26 N/A* |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report |
|--|---|--|---|
| <p>11.1.4 Change of accounting framework</p> <p>The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements.</p> <p>Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p> | N/A* | N/A* | N/A* |
| <p>11.1.6 Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | 282 to 399 | 250 to 359 | 18 to 25 |
| <p>11.1.7 Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p> | 288 | 256 | N/A* |
| <p>11.2 Interim and other financial information</p> | | | |
| <p>11.2.1</p> <p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the</p> | N/A* | N/A* | 17 to 42 |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report | |
|---|---|---|---|------|
| <p>Directive 2013/34/EU or Regulation (EC) No. 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No. 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</p> | | | | |
| 11.3 | Auditing of historical annual financial information | | | |
| <p>11.3.1</p> <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No. 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No. 537/2014 do not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</p> | <p>279, 282 to 285 and 286 to 289</p> <p>N/A*</p> | <p>247, 250 to 253 and 254 to 257</p> <p>N/A*</p> | <p>N/A*</p> <p>N/A*</p> | |
| 11.3.2 | Indication of other information in the registration document which has been audited by the auditors. | 200 | 173 | N/A* |
| 11.3.3 | Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited. | N/A* | N/A* | N/A* |
| 11.4 | Legal and arbitration proceedings | | | |
| 11.4.1 | Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's | 101 | | |

| | Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) in the Total 2019 URD | Page Reference(s) in the Total 2018 RD | Page Reference(s) in the Total First Half 2020 Financial Report |
|-------------|--|--|---|--|
| | financial position or profitability, or provide an appropriate negative statement. | | | |
| 12. | Additional information | | | |
| 12.1 | <p>Share capital</p> <p>The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</p> | 274 to 275 | | |
| 12.2 | <p>Memorandum and Articles of Association</p> <p>The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.</p> | N/A* | N/A* | N/A* |
| 13. | Material contracts | | | |
| 13.1 | A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or an entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued. | N/A* | N/A* | N/A* |

* N/A means not applicable.”

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | Page Reference(s) of the Total Capital Financial Statements 2019 (except for the Risk Factors) | Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital First Half 2020 Financial Report |
|---|--|--|---|
| Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework. | | | |
| <p>11.1.5 Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <ul style="list-style-type: none"> (a) the balance sheet; (b) the income statement; (c) the cash flow statement; (d) the accounting policies and explanatory notes. | <p>10 12 14 17 to 26</p> | <p>10 12 14 15 to 26</p> | <p>7 9 11 14 to 16</p> |
| <p>11.1.6 Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | N/A* | N/A* | N/A* |
| <p>11.1.7 Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p> | 10 | 10 | N/A* |
| <p>11.2 Interim and other financial information</p> | | | |
| <p>11.2.1 If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No. 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No. 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information</p> | N/A* | N/A* | 1 to 16 |

| Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)) | | Page Reference(s) of the Total Capital Financial Statements 2019 (except for the Risk Factors) | Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital First Half 2020 Financial Report |
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| | may be satisfied by presenting the year's end balance sheet. | | | |
| 11.3 | Auditing of historical annual financial information | | | |
| 11.3.1 | <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No. 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No. 537/2014 do not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</p> | <p>2 to 6</p> <p>N/A*</p> | <p>2 to 6</p> <p>N/A*</p> | N/A* |
| 11.3.2 | Indication of other information in the registration document which has been audited by the auditors. | N/A* | N/A* | N/A* |
| 11.3.3 | Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited. | N/A* | N/A* | N/A* |

* N/A means not applicable.”

| Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities) | | Page Reference(s) of the Total Capital International Financial Statements 2019 (except for the Risk Factors) | Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital International First Half 2020 Financial Report |
|--|---|---|---|--|
| | <p>consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements.</p> <p>Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p> | | | |
| 11.1.5 | <p>Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <ul style="list-style-type: none"> (a) the balance sheet; (b) the income statement; (c) the cash flow statement; (d) the accounting policies and explanatory notes. | <p>10 12 14 16 to 25</p> | <p>10 12 14 16 to 25</p> | <p>7 9 11 14 to 16</p> |
| 11.1.6 | <p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | N/A* | N/A* | N/A* |
| 11.1.7 | <p>Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p> | 10 | 10 | N/A* |
| 11.2 | Interim and other financial information | | | |
| 11.2.1 | <p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No. 1606/2002 as the case may be.</p> | N/A* | N/A* | 1 to 16 |

| Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities) | | Page Reference(s) of the Total Capital International Financial Statements 2019 (except for the Risk Factors) | Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital International First Half 2020 Financial Report |
|--|--|---|---|--|
| | For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No. 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet. | | | |
| 11.3 | Auditing of historical annual financial information | | | |
| 11.3.1 | <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given</p> | <p>2 to 6</p> <p>N/A*</p> | <p>2 to 6</p> <p>N/A*</p> | N/A* |
| 11.3.2 | Indication of other information in the registration document which has been audited by the auditors. | N/A* | N/A* | N/A* |
| 11.3.3 | Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited. | N/A* | N/A* | N/A* |

* N/A means not applicable.”

| Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities) | | Page Reference(s) of the Total Capital Canada Financial Statements 20 19 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital Canada First Half 2020 Financial Report |
|--|---|---|--|---|
| | <p>that will be adopted in the issuer’s next published annual financial statements.</p> <p>Changes within the issuer’s existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p> | | | |
| 11.1.5 | <p>Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <p>(a) the balance sheet; (b) the income statement; (c) the cash flow statement; (d) the accounting policies and explanatory notes.</p> | <p>5 6 8 9 to 24</p> | <p>4 5 7 8 to 24</p> | <p>4 5 7 8 to 23</p> |
| 11.1.6 | <p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | N/A* | N/A* | N/A* |
| 11.1.7 | <p>Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p> | 5 | 4 | N/A* |
| 11.2 | Interim and other financial information | | | |
| 11.2.1 | <p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No. 1606/2002 as the case may be.</p> | N/A* | N/A* | 1 to 23 |

| Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities) | | Page Reference(s) of the Total Capital Canada Financial Statements 20 19 (except for the Risk Factors) | Page Reference(s) of the Total Capital Canada Financial Statements 2018 (except for the Risk Factors) | Page Reference(s) in the Total Capital Canada First Half 2020 Financial Report |
|--|--|---|--|---|
| | For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No. 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet. | | | |
| 11.3 | Auditing of historical annual financial information | | | |
| 11.3.1 | <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given</p> | <p>2 to 4</p> <p>N/A*</p> | <p>1 to 3</p> <p>N/A*</p> | N/A* |
| 11.3.2 | Indication of other information in the registration document which has been audited by the auditors. | N/A* | N/A* | N/A* |
| 11.3.3 | Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited. | N/A* | N/A* | N/A* |

* N/A means not applicable.”

DESCRIPTION OF TOTAL

The information provided under the heading “History and development” in the section entitled “*Description of Total*” on page 84 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“History and development

Total, a French *société européenne* (European Company) incorporated on 28 March 1924 is, together with its subsidiaries and affiliates, the world’s fourth-largest publicly traded integrated oil and gas company¹.

Total is a producer of oil and gas for nearly a century with a presence in more than 130 countries on five continents, and a major energy player that produces and markets fuels, natural gas and low-carbon electricity. The Group’s activities extend from exploration and production of oil, gas and electricity to the energy distribution to the end consumer through refining, liquefaction, petrochemicals, trading, energies transport and storage.

Total’s history started in 1924 with the creation of the *Compagnie française des Pétroles* (CFP), which began its oil production activities in the Middle East at this time. Over the years, the Group has diversified its activities and opened sites around the world by positioning itself in the gas, refining and petrochemical segments and the distribution of petroleum products, solar power, sustainable biofuels and electricity. In early 1999, the company took over PetroFina S.A. and in early 2000 it took over Elf Aquitaine. Since the repeal in 2002 of the decree of 13 December 1993 that established a golden share of Elf Aquitaine held by the French government, there are no longer any agreements or regulatory provisions governing shareholding relationships between TOTAL and the French government.

The company’s corporate name is TOTAL SE

The company’s registered office is 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

Its telephone number is +33 1 47 44 60 00 and the website address is *www.total.com*.

Total is registered in France at the Nanterre Trade Register under the registration number 542 051 180.”

The information provided under the heading “Indebtedness” in the section entitled “*Description of Total*” on page 85 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“Indebtedness

Since 30 June 2020, there has been no material change in the indebtedness of Total, except that: (i) on 9 July 2020, Total Capital Canada repaid €750 million 1.875 per cent. Guaranteed Fixed Rate Notes due 9 July 2020 originally issued under the Programme on 9 July 2013, (ii) on 16 July 2020, Total Capital International repaid \$300 million Guaranteed Floating Rate Notes due 16 July 2020 originally issued under the Programme on 16 July 2013 and (iii) on 31 July 2020, Total repaid the amount of \$2,703 million under its syndicated committed facility originally borrowed in April 2020.”

¹ by market capitalization (in U.S. dollars) as of 31 December 2019.

TOTAL CAPITAL FINANCIAL STATEMENTS

The information provided under the heading “Selected Quarterly Financial Information” in the section entitled “Total Capital Financial Statements” on pages 89 to 90 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“Selected Quarterly Financial Information

The main elements of Total Capital’s quarterly unaudited non-consolidated financial statements are summarised in the following tables:

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|--------------------------------|--|--|
| <i>(in thousands of Euros)</i> | | |
| Total Capital Accounts | | |
| Net Financial Income | 1,284 | (1,605) |
| Net Result | 395 | (2,201) |

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of Euros)</i> | | |
| Debenture loans and similar debt debentures | 3,501,165 | 4,546,090 |
| Shareholders’ Equity | 10,576 | 6,877 |
| Current Assets..... | 2,469,989 | 3,669,343 |
| Long Term Assets | 3,501,322 | 4,546,278 |
| Short-term Liabilities | 2,457,831 | 3,660,685 |
| Prepaid Income | — | 1,969 |

Summary Balance Sheet

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of Euros)</i> | | |
| Assets | | |
| Fixed Assets..... | 3,501,322 | 4,546,278 |
| Current Assets..... | 2,469,989 | 3,669,343 |
| Prepaid Expenses | — | — |
| Total Assets | 5,971,311 | 8,215,621 |
| Liabilities | | |
| Shareholders’ Equity | 10,576 | 6,877 |
| Debenture loans and similar debt debentures | 3,501,165 | 4,546,090 |
| Miscellaneous borrowings and financial debts | 2,457,652 | 3,660,611 |
| Operating liabilities | 179 | 74 |
| Total Liabilities | 5,958,996 | 8,206,774 |
| Prepaid income | 1,739 | 1,969 |
| Total Liabilities and Shareholders’ Equity | 5,971,311 | 8,215,621 |
| Share Capital | 300 | 300 |

There has been no material change in the capitalisation and indebtedness of Total Capital since 30 June 2020 except for currency translation effect.

Summary Income Statement

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|--------------------------------|--|--|
| | <i>(in thousands of Euros)</i> | |
| Net operating income..... | (764) | (596) |
| Net financial income..... | 1,284 | (1,605) |
| Net extraordinary income | — | — |
| Income tax | (125) | — |
| Net income for the period..... | 395 | (2,201) |

The non-consolidated (statutory) financial statements of Total Capital are prepared in accordance with French generally-accepted accounting practices. The financial information has been extracted from Total Capital's audited financial statements and the unaudited financial information from the first half financial statements of Total Capital."

TOTAL CAPITAL CANADA FINANCIAL STATEMENTS

A new heading “Selected Quarterly Financial Information” is hereby added in the section entitled “Total Capital Financial Statements” on page 92 of the Debt Issuance Programme Prospectus:

“Selected Quarterly Financial Information

The main elements of Total Capital Canada’s quarterly unaudited non-consolidated financial statements are summarised in the following tables:

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---------------------------------------|--|--|
| <i>(in thousands of U.S. dollars)</i> | | |
| Total Capital Canada Accounts | | |
| Net Financial Expense | (123) | (392) |
| Net Loss..... | (87) | (269) |

Summary Balance Sheet

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of U.S. dollars)</i> | | |
| Assets | | |
| Current Assets | 163,248 | 72,112 |
| Non-Current Assets | 11,408,726 | 10,926,656 |
| Total Assets | 11,571,974 | 10,998,768 |
| Liabilities | | |
| Current Liabilities..... | 7,193,612 | 5,985,096 |
| Non-Current Liabilities..... | 4,377,206 | 5,012,693 |
| Total Liabilities | 11,570,818 | 10,997,789 |
| Shareholders’ Equity | 1,156 | 979 |
| Total Liabilities and Shareholders’ Equity | 11,571,974 | 10,998,768 |

There has been no material change in the capitalisation and indebtedness of Total Capital Canada since 30 June 2020 except for currency translation effect, except on 9 July 2020, Total Capital Canada repaid €750 million 1.875 per cent. Guaranteed Fixed Rate Notes due 9 July 2020 originally issued under the Programme on 9 July 2013.

TOTAL CAPITAL INTERNATIONAL FINANCIAL STATEMENTS

The information provided under the heading “Selected Quarterly Financial Information” in the section entitled “Total Capital International Financial Statements” on pages 96 to 97 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“Selected Quarterly Financial Information

The main elements of Total Capital International’s quarterly unaudited non-consolidated financial statements are summarised in the following tables:

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of Euros)</i> | | |
| Total Capital International Accounts | | |
| Net Financial Income..... | 2,638 | 6,744 |
| Net Result..... | 644 | 3,786 |

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of Euros)</i> | | |
| Debenture loans and similar debt debentures | 34,916,268 | 24,615,408 |
| Shareholders’ Equity | 28,836 | 27,189 |
| Current Assets | 29,549 | 29,879 |
| Long Term Assets..... | 34,920,726 | 24,621,147 |
| Short-term Liabilities..... | 2,876 | 5,979 |
| Prepaid Income..... | 2,295 | 2,450 |

Summary Balance Sheet

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|---|--|--|
| <i>(in thousands of Euros)</i> | | |
| Assets | | |
| Fixed Assets | 34,920,726 | 24,621,147 |
| Current Assets | 29,549 | 29,879 |
| Prepaid Expenses..... | — | — |
| Total Assets | 34,950,275 | 24,651,026 |
| Liabilities | | |
| Shareholders’ Equity | 28,836 | 27,189 |
| Debenture loans and similar debt debentures | 34,916,268 | 24,615,408 |
| Miscellaneous borrowings and financial debts | 27 | 3,763 |
| Operating liabilities | 2,849 | 2,216 |
| Total Liabilities | 34,919,144 | 24,621,387 |
| Prepaid income | 2,295 | 2,450 |
| Total Liabilities and Shareholders’ Equity | 34,950,275 | 24,651,026 |
| Share Capital | 300 | 300 |

There has been no material change in the capitalisation and indebtedness of Total Capital International since 30 June 2020 except for currency translation effect, except on 16 July 2020, Total Capital International repaid \$300 million Guaranteed Floating Rate Notes due 16 July 2020 originally issued under the Programme on 16 July 2013.

Summary Income Statement

| | As at/for the 6 months ended 30 June 2020 | As at/for the 6 months ended 30 June 2019 |
|--------------------------------|--|--|
| | <i>(in thousands of Euros)</i> | |
| Net operating income..... | (1,816) | (1,042) |
| Net financial income..... | 2,638 | 6,744 |
| Net extraordinary income | — | — |
| Income tax | (179) | (1,915) |
| Net income for the period..... | 644 | 3,787 |

The non-consolidated (statutory) financial statements of Total Capital International are prepared in accordance with French generally-accepted accounting practices. The financial information has been extracted from Total Capital International's audited financial statements and first quarter unaudited financial statements.”

RECENT DEVELOPMENTS

The heading “Conversion of Total S.A. into a *societas europaea (société européenne)*” and content in the section entitled “Recent Developments” on pages 98 to 109 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“Total becomes a European Company (*société européenne*)”

On 16 July 2020, the conversion (the “**Conversion**”) of Total’s legal form from a French public limited company (*société anonyme*) to a *societas europaea (société européenne)* (a “**European Company**”) incorporated in France in accordance with Regulation (EC) No. 2157/2001 (the “**SE Regulation**”) and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*) became effective following its registration with the Trade and Companies Register of Nanterre (*Registre du Commerce et Sociétés de Nanterre*) as a European Company.

The Conversion was approved at the Shareholders’ Meeting of Total, held on 29 May 2020, and follows negotiations with employees’ representatives in 25 countries of the European Economic Area. On 15 April 2020, the members of the Special Negotiating Body approved and signed an agreement relating to the procedures for the involvement of employees in the European Company.

The full text of Total’s articles of association (*statuts*) as a European Company is as follows:

TOTAL SE

European company with a capital of €6,504,749,885.00
Represented by 2,601,899,954 shares of €2.50 each
Nanterre Trade and Companies Register 542 051 180
Registered Office: 2 place Jean Millier - La Défense 6 - 92400 Courbevoie – France

TITLE I • Form – Name – Purpose – Registered Office – Duration

ARTICLE 1 – FORM

The Company, initially formed as a French limited liability company (*société anonyme*), was converted into a European company (*Societas Europaea* or SE) by decision of the Extraordinary Shareholders’ Meeting of May 29, 2020.

The Company is governed by applicable EU and national provisions and by these Articles of Association.

ARTICLE 2 – NAME

The Company has the following name: TOTAL SE

In all official deeds and other documents issued by the Company, the corporate name shall be preceded or followed by an indication of the amount of the share capital as well as the location and number of registration on the Trade and Companies Register.

ARTICLE 3 - PURPOSE

The Company’s purpose is, directly or indirectly, in all countries:

1° - To conduct all activities relating to production and distribution of all forms of energy, including electricity from renewable energies;

2° - To search for and extract mining deposits, and particularly hydrocarbons in all forms, and to perform manufacturing, refining, transportation, processing and trading in the said materials, as well as their derivatives and by-products;

3° - To conduct all activities relating to the chemical sector in all of its forms, as well as all activities relating to the rubber sector;

and generally, to conduct all financial, commercial and industrial operations and operations relating to any fixed or unfixed assets and real estate, acquisitions of interests or holdings, in any form whatsoever, in any business or company existing or to be created that may relate, directly or indirectly, to any of the above-mentioned purposes or to any similar or related purposes, of such nature as to promote the Company’s extension or its development.

ARTICLE 4 - REGISTERED OFFICE

The Company's registered office is: 2 Place Jean Millier, La Défense 6, 92400 COURBEVOIE - France

Transfer of the registered office falls within the competence of the Shareholders' Meeting under the conditions stipulated by the applicable regulations.

Relocation of the registered office within the French territory may be decided by the Board of Directors, subject to ratification of this decision by the next Ordinary Shareholders' Meeting.

ARTICLE 5 - DURATION

The Company's duration, initially set at 99 years starting with the date of its definitive constitution, namely 28 March 1924, is extended until 28 March 2119. Hence the Company's existence shall continue until 28 March 2119, in the absence of early dissolution or of further extension.

TITLE II • Share Capital – Shares

ARTICLE 6 - SHARE CAPITAL

The share capital is set at an amount of 6,504,749,885.00 euros, represented by 2,601,899,954 shares of 2.50 euros each.

ARTICLE 7 - PAYING UP OF SHARES

Shares are subscribed according to applicable law.

The Board of Directors determines the amount and the payment due dates of any cash sums remaining to be paid on the shares.

Any calls for funds are published at least fifteen days in advance in a newspaper for legal notices in the department of the registered office.

Any payment not made by the applicable due date shall automatically bear interest, without further notice, in favour of the Company at the legal rate increased by one percent from the due date and without any formal notice.

ARTICLE 8 - FORM AND TRANSFER OF SHARES

Fully paid-up shares may be held as registered shares or bearer shares, at the shareholder's option.

The shares are entered in a stock ledger.

Bearer shares and registered shares are freely transferable.

ARTICLE 9 - IDENTIFICATION OF SHAREHOLDERS – DECLARATION OF CROSSING OWNERSHIP THRESHOLDS

The Company is authorized, to the extent permitted under applicable law, to identify the holders of securities that grant immediate or future voting rights at the Company's Shareholders' Meetings.

In addition to obligations that shareholders may have under applicable law to notify the Company upon crossing certain percentages of share ownership or voting rights, any person, whether a natural person or a legal entity, who comes to hold, directly or indirectly, 1% or more, or any multiple of 1%, of the share capital or the voting rights or of securities that may include future voting rights or future access to share capital or voting rights, is required to inform the Company by registered mail with return receipt requested, indicating the number of securities or voting rights held, within a period of 15 days from the date of crossing each of the said thresholds.

In determining the ownership or voting rights percentages provided for in the previous paragraph, shares or voting rights held by controlled companies, as defined in Article L. 233-3 of the French Commercial Code, must be included if applicable.

In the event of a failure to declare ownership of shares or voting rights as described above, any shares or voting rights exceeding the fraction that should have been declared may be deprived of voting rights at a Shareholders' Meeting

if, at the meeting, the failure to declare ownership of such shares or voting rights has been noted and if one or several shareholders holding, collectively, at least 3% of the Company's capital or voting rights so request at such meeting.

Any natural person or legal entity is also required to inform the Company in the manner and within the time periods set forth above in the second paragraph of this article when his or her direct or indirect holdings fall below each of the applicable thresholds in said paragraph.

ARTICLE 10 – RIGHTS AND OBLIGATIONS ATTACHED TO SHARES

In addition to a voting right, each share entitles the holder to an ownership interest in the business assets, in the sharing of profits and of liquidation surpluses, in proportion to the number of shares outstanding from time to time.

Whenever it is necessary to possess several shares in order to exercise a right, shares held in a number below the requisite number of shares do not entitle their holder to any right against the Company, it being up to the shareholder in such a case to personally seek to collect or group together the requisite number of shares.

TITLE III • Administration – General Management – Auditing

ARTICLE 11 - COMPOSITION OF THE BOARD OF DIRECTORS

1) The Company is administered by a Board of Directors, the minimum and maximum number of members of which are defined by applicable law in effect from time to time.

2) The permanent representative of a legal entity appointed as a Director must be approved in advance by the Board of Directors.

Such representatives must be less than 70 years old.

3) Each Director must own at least 1,000 shares during his or her term of office.

4) The term of office for Directors is set by the shareholders acting in an Ordinary Shareholders' Meeting for a term of office not to exceed three years, subject to applicable law that may allow extension of the duration of a given term until the next Ordinary Shareholders' Meeting held to approve the financial statements.

5) The number of Directors, being natural persons and more than 70 years old, may not exceed one-third of the sitting Directors as determined on the last day of each fiscal year. If this proportion is exceeded, the oldest Board member is automatically considered to have resigned.

6) When at the close of a financial year, the portion of capital owned by the Company's employees and those of companies affiliated to it as per Article L. 225-180 of the French Commercial Code, determined according to the provisions of Article L. 225-102 of said Code (after taking into account the registered shares held directly by employees and governed by Article L. 225-197-1 of the French Commercial Code, regardless of their grant date) represents more than 3%, a Director is elected at the Ordinary Shareholders' Meeting upon proposal of the shareholders referred to in Article L. 225-102 of the French Commercial Code (hereafter the "Director representing employee shareholders") in accordance with the procedures provided by the applicable regulations and these Articles of Association.

7) Candidates for appointment to the office of Director representing employee shareholders are selected on the following basis:

a) When voting rights linked to shares held by employees or by employee mutual investment funds of which they are beneficiaries are exercised by the members of the Supervisory Board of such employee mutual investment funds, candidates are selected by such Board among its members.

b) When voting rights linked to shares held by employees (or by employee mutual investment funds of which they are beneficiaries) are exercised directly by such employees, candidates shall be appointed further to the consultation as per Article L. 225-106 of the French Commercial Code, either by employee shareholders in a meeting convened specifically for such purpose, or by a written consultation. Only candidates put forward by a group of shareholders representing at least 5% of the shares held by employees exercising their individual voting rights shall be admissible.

8) Procedures for appointing candidates when such provisions are not laid down in law and regulations in force, or by these Articles of Association, shall be determined by the Chairman of the Board of Directors, in particular with respect to the timing of the appointment of such candidates.

9) A list of all validly appointed candidates shall be prepared. This list shall comprise at least two names. The list of candidates shall be appended to the notice convening the Shareholders' Meeting called to appoint the Director representing employee shareholders.

10) The Director representing employee shareholders shall be elected at the Ordinary Shareholders' Meeting on the same terms as those applicable to all appointments of Directors, upon proposal from the shareholders as provided for by Article L. 225-102 of the French Commercial Code (as referred to in the sixth paragraph of the present article). The Board of Directors shall table the list of candidates at the Shareholders' Meeting by order of preference, and may give its approval to the first candidate appearing on such list. The candidate referred to above who shall have received the greatest number of votes from shareholders present or represented at the Ordinary Shareholders' Meeting shall be appointed as the Director representing employee shareholders.

11) Such Director shall be disregarded for the purposes of determining the maximum number of Directors stipulated under Article L. 225-17 of the French Commercial Code and for the purposes of applying the first paragraph of Article L. 225-18-1 of the said Code.

12) The term of office of any Director representing employee shareholders shall be three years. However, his or her term of office shall end forthwith, and the Director representing employee shareholders shall be considered to have resigned automatically upon his or her ceasing to be an employee of the Company (or of a company or economic interest group affiliated to it as per Article L. 225-180 of the French Commercial Code) or a shareholder (or a member of an investment fund, at least 90% of whose assets comprise the Company's shares). Until the date of appointment or replacement of any Director representing employee shareholders, the Board of Directors may hold meetings and vote validly.

13) In the event the seat of the Director representing employee shareholders shall become vacant, for any reason whatsoever, such Director shall be replaced in the manner specified above, such Director to be appointed at the Ordinary Shareholders' Meeting for a new three-year term.

14) The provisions governing the sixth paragraph of this article shall cease to apply when, at the close of any given financial year, the percentage of equity held by the Company's employees and those of the companies affiliated to it as per aforementioned Article L. 225-180, within the framework stipulated by the provisions of aforementioned Article L. 225-102, is equal to less than 3% of all issued share capital of the Company; notwithstanding the foregoing, the term of any Director appointed pursuant to the sixth paragraph of this article shall only expire at its term.

15) The provisions governing the third paragraph of this article shall not apply to the Director representing employee shareholders. Nonetheless, this Director representing employee shareholders shall hold, either individually, or through an employee mutual investment fund (FCPE) governed by Article L. 214-165 of the French Monetary and Financial Code, at least one share or a number of stocks in such employee mutual investment fund amounting to at least one share.

16) When the Company satisfies the provisions of Article L. 225-27-1 of the French Commercial Code, the Board of Directors shall also include one or two Directors representing employees.

17) A Director representing employees is appointed by the Company's Central Social and Economic Works Council ("Central Social and Economic Works Council"). When the number of Directors appointed by the Shareholders' Meeting is greater than eight, a second Director representing employees is appointed by the European Company Committee ("SE Committee"). The procedures for voting in the Central Social and Economic Works Council and the SE Committee to appoint Directors are the same rules used to appoint the Secretaries of those Council and Committee.

18) Pursuant to Article L. 225-28 of the French Commercial Code, the Director appointed by the Central Social and Economic Works Council must hold an employment contract with the Company or one of its direct or indirect subsidiaries whose registered head office was located on French territory at least two years before his or her appointment. Notwithstanding, the second Director appointed by the SE Committee must hold an employment contract with the Company or one of its direct or indirect subsidiaries at least two years before his or her appointment.

19) The Central Social and Economic Works Council and the SE Committee shall be informed of changes in the number of Directors appointed by the Shareholders' Meeting taken into account for purposes of applying the seventeenth paragraph of this article.

20) Neither the Director representing employee shareholders elected by the Shareholders' Meeting pursuant to Article L. 225-23 of the French Commercial Code and these Articles of Association, nor the Director or Directors representing employees designated pursuant to Article L. 225-27-1 of the French Commercial Code are taken into

account to define the eight-member threshold mentioned above, since this eight member threshold is determined when the employee Director or employee Directors are appointed.

21) The term of office of a Director representing employees is three years. Nevertheless, his or her term of office ends at the close of the Ordinary Shareholders' Meeting that approves the financial statements for the previous fiscal year during which the said Director's term of office expired.

22) If the number of Directors appointed by the Ordinary Shareholders' Meeting falls to eight or less, the term of office of the Director appointed by the SE Committee continues to the end of his or her term.

23) If, at the close of a Shareholders' Meeting, the number of Directors appointed by the Meeting increases to more than eight, the SE Committee shall appoint the second Director representing employees no later than within six months following the said Meeting.

24) The provisions governing the third paragraph of this article shall not apply to the Directors appointed by the Central Economic and Social Works Council and the SE Committee.

25) In the event that the obligation to appoint one or more Directors representing employees pursuant to L. 225-27-1 of the French Commercial Code should cease to apply, the term of office of the Director or Directors representing employees shall end at the close of the Ordinary Shareholders' Meeting that approves the financial statements for the year during which the obligation ceased to apply.

26) The Directors representing employees shall be disregarded for the purposes of determining the maximum number of Directors stipulated under Article L. 225-17 of the French Commercial Code and for purposes of applying the first paragraph of Article L. 225-18-1 of the said Code.

ARTICLE 12 - ORGANIZATION OF THE BOARD OF DIRECTORS

The Board appoints a Chairman (*Président du Conseil d'administration*) from among its members who must be a natural person.

The Chairman of the Board of Directors represents the Board of Directors. He or she organizes and directs the Board's work and reports thereon to the shareholders at Shareholders' Meetings. He or she ensures the proper functioning of the Company's bodies and ensures, in particular, that the Directors are able to carry out their duties.

The Board may also appoint one or two Vice Chairmen (*Vice Président du Conseil d'administration*) who must be natural persons.

The rights and duties of the Chairman and of the Vice Chairman or Chairmen may be withdrawn from them at any time by the Board.

The Chairman's rights and duties cease automatically no later than on the date of his or her 70th birthday.

The Board also designates a natural person to act as secretary, who is not required to be a Board member.

The Board may establish one or more committees responsible for considering questions submitted by the Board or by its Chairman for their consideration and opinion. The Board determines the composition and the powers of the committees, which carry on their activity under the supervision of the Board.

Within the limit of a global amount set by the Shareholders' Meeting which remains in effect until a new decision is taken, the Directors receive for their duties a compensation determined in accordance with applicable legal and regulatory provisions.

The Board may allocate a larger share to Directors who are members of the above-mentioned committees than the amount apportioned to other Directors.

ARTICLE 13 - BOARD OF DIRECTORS' DECISIONS

The Board of Directors meets as often as required to serve the Company's interests and at least every three months to deliberate on the progress of the Company's business and foreseeable developments. A Board meeting may be called by any means, even orally, and even on short notice depending on the urgency, at the initiative of either the Chairman or a Vice Chairman, or by one-third of its members. Such meeting may be called to be held either at the registered office or at any other place indicated in the notice.

At least half of the members must be present or represented for the Board's decisions to be valid.

Decisions are taken based on the majority of votes by the members present or represented. In the case of a tie vote, the Chairman of the meeting holds a casting vote.

When permitted by applicable regulations, Directors participating in meeting by video-conference or means of telecommunication determined by decree, shall be deemed to be present for calculation of the quorum and majority.

ARTICLE 14 - BOARD OF DIRECTORS' POWERS

The Board of Directors determines the guidelines governing the Company's activity and oversees their application in accordance with its corporate interest, taking into consideration the social and environmental challenges of its activity. Subject to the powers explicitly attributed to shareholders and within the limits of the business purpose, the Board considers any question affecting the proper operation of the Company and its decisions settle the matters concerning it.

The Board of Directors takes all decisions and exercises any prerogative within its remits according to applicable regulations, these Articles of Association, the delegations of the Shareholders' Meeting and its Rules of Procedure.

The prior authorization of the Board of Directors is required for the commitments in the name of the Company in the form of sureties, endorsements and guarantees given under the conditions determined by Article L. 225-35 paragraph 4 of the French Commercial Code.

The Board of Directors performs such auditing and verification as it considers appropriate.

Each Director is entitled to receive all information required for the performance of his or her duties and may obtain any documents he or she considers useful. His or her requests must be addressed to the Chairman of the Board of Directors.

ARTICLE 15 - GENERAL MANAGEMENT OF THE COMPANY

1) General management of the Company is performed under the responsibility of either the Chairman of the Board of Directors (*Président du Conseil d'administration*) or by another natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer (*Directeur Général*).

The Board of Directors selects one of the aforementioned methods of exercising general management under the quorum and majority provisions set forth in article 13 of these Articles of Association. The Company shall inform its shareholders and third parties of its determination in accordance with applicable regulations.

Once the Board makes such a determination, it remains in effect until a contrary decision is made pursuant to the same procedure.

Any change in the method of exercise of general management will not in and of itself effect any change in these Articles of Association.

The Board is required to meet to consider a possible change of methods for exercising general management either at the request of the Chairman or of the Chief Executive Officer, or at the request of one-third of the Board members.

2) When general management of the Company is assumed by the Chairman, the legal, regulatory or statutory provisions relating to the Chief Executive Officer are applicable to him or her, and he or she takes the title of Chairman and Chief Executive Officer (*Président-Directeur Général*).

When the Board of Directors determines to separate the functions of Chairman of the Board of Directors (*Président du Conseil d'administration*) and Chief Executive Officer (*Directeur Général*), the Board appoints a Chief Executive Officer, sets the term for his or her appointment and the extent of his or her powers. Decisions by the Board of Directors limiting the extent of the powers of the Chief Executive Officer are not enforceable against third parties.

The Chief Executive Officer must be less than 67 years old in order to exercise his or her duties. Upon reaching this age limit during the exercise of his or her duties, his or her appointment terminates automatically and the Board of Directors appoints a new Chief Executive Officer. Notwithstanding the foregoing, his or her duties as Chief Executive Officer are extended until the date of the meeting of the Board of Directors asked to appoint his or her successor. Subject to the age limit specified above, a Chief Executive Officer remains eligible for reappointment.

The Chief Executive Officer may be dismissed at any time by the Board of Directors.

In the event that the Chief Executive Officer is temporarily unable to exercise his or her duties, the Board of Directors may delegate his or her functions to a Director.

3) The Chief Executive Officer is invested with the most extensive powers to act in the Company's name under all circumstances. He or she exercises those powers within the limits of the business purpose and subject to the powers explicitly assigned by law to Shareholders' Meetings and to the Board of Directors. He or she represents the Company in its relations with third parties.

The Chief Executive Officer may request the Chairman to call a meeting of the Board of Directors regarding a specified agenda.

If the Chief Executive Officer is not also a member of the Board of Directors, he or she may attend meetings of the Board of Directors in an advisory capacity.

4) On the basis of a proposal by the Chief Executive Officer, the Board may appoint one to five natural persons at most responsible for assisting the Chief Executive Officer and bearing the title of Deputy Chief Executive Officer (*Directeur Général Délégué*). The Board determines the extent of their powers and their term of office, it being understood that Deputy Chief Executive Officers hold the same powers as the Chief Executive Officer.

The Deputy Chief Executive Officer or Deputy Chief Executive Officers may be dismissed by the Board of Directors at any time, upon motion by the Chief Executive Officer.

In the event that the Chief Executive Officer is temporarily unable to perform his or her duties or ceases his or her duties, the Deputy Chief Executive Officer or the Deputy Chief Executive Officers retain their duties and powers until the appointment of a new Chief Executive Officer, unless the Board of Directors decides otherwise.

5) The Chief Executive Officer and, if applicable, one or more Deputy Chief Executive Officers, may be authorized to grant delegations of their authority within the limit of applicable laws and regulations.

Fixed or variable remuneration, or fixed and variable remuneration, may be granted by the Board of Directors, to the Chairman, the Chief Executive Officer, any Deputy Chief Executive Officer or, generally, to any other persons to whom any authority or mandate is assigned. Such compensation shall be charged to business expenses.

ARTICLE 16 – AUDITORS

The shareholders acting in a Shareholders' Meeting designate the statutory and deputy auditors in accordance with applicable law.

TITLE IV • Shareholders' Meetings

ARTICLE 17 - NOTICE – PARTICIPATION IN SHAREHOLDERS' MEETINGS

1) Shareholders' Meetings are called in accordance with applicable law. The meetings take place at the registered office or at any other place indicated in the notice of meeting.

All shareholders may attend Shareholders' Meetings, irrespective of the number of shares held.

Any shareholder may vote by mail, using a form containing the regulatory notices.

Any shareholder may delegate voting authority at Shareholders' Meetings in accordance with the terms and conditions provided for by applicable regulations.

Legal entities that are shareholders take part in the meetings through their legal representatives or through any agent designated for that purpose.

2) Participation in Shareholders' Meetings, in any form whatsoever, shall be subject to registering or recording shares under the conditions and within the time periods provided for by applicable regulations.

The Board of Directors has the option to accept voting forms and proxies that reach the Company after the deadline provided for by applicable regulations.

It also has the option to decide that shareholders may participate and vote in any meeting by video-conference or other means of telecommunication under the conditions established by applicable regulations; the electronic

signature that may result from any reliable identification process shall guarantee its connection with the instrument related thereto.

ARTICLE 18 - HOLDING SHAREHOLDERS' MEETINGS – DECISIONS

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, failing that, by a Vice Chairman or, in his or her absence, by a Director designated by the Board.

Shareholders' Meetings, whether ordinary, extraordinary or combined, make their decisions pursuant to the quorum and majority conditions applicable to the provisions governing the type of meeting and they may exercise the powers attributed to them by law.

There is secret voting when such voting is demanded by several shareholders representing at least one quarter of the share capital.

Subject to the following provisions, each member of the Meeting is entitled to as many votes as he or she possesses or the number of shares for which he or she holds proxies.

However, a double voting right is granted, in the light of the share of the share capital they represent, to all registered shares paid up in full that have been entered in the name of the same shareholder for at least two years, as well as, in case of a capital increase by incorporation of reserves, profits or premiums on shares, to the registered shares that are allocated without charge to a shareholder in connection with previously existing shares for which he or she benefits from the said right. Any merger of the company would have no effect on the double voting right, which may be exercised within the absorbing company, if the latter's Articles of Association have created a similar right.

The double voting right shall terminate automatically in respect of shares that are converted to bearer form or are transferred. Nevertheless any transfer from registered share to registered share, due to inheritance *ab intestat* or testamentary inheritance, division of community property between spouses, or donation *inter vivos* to the benefit of the spouse or of relatives eligible to inherit shall not interrupt the period set above or shall retain the acquired right.

At Shareholders' Meetings, no shareholder may cast, personally or via a proxy, in connection with the simple voting rights attached to the shares he or she holds directly or indirectly and in connection with the powers of attorney granted to him or her, more than 10% of the total number of voting rights attached to the Company's shares. However, if he or she also holds double voting rights, on an individual basis and/or by proxy, the above limit may be exceeded, solely taking account of the additional voting rights resulting therefrom, without all of the voting rights that he or she exercises being able to exceed 20% of the total number of voting rights attached to the Company's shares.

For application of the above provisions:

> the total number of voting rights attached to the Company's shares taken into account is calculated on the date of the Shareholders' Meeting and is brought to the shareholders' attention at the opening of said Meeting,

> the number of voting rights held directly and indirectly is to be understood to include those that are attached to the shares held by a natural person on his or her own behalf, either on a personal basis or in connection with joint ownership, or held by a company, grouping, association or foundation, and including those that are attached to the shares held by a controlled company within the meaning of Article L. 233-3 of the French Commercial Code, by another company or by a natural person, association, grouping or foundation,

> for the voting rights cast by the Chairman of the Shareholders' Meeting, the voting rights attached to shares for which a power of attorney has been returned to the Company without any indication of a representative and which, individually, do not violate the prescribed limitations, are not taken into account for the above limits.

The limitations provided for in the above paragraphs have no effect on the calculation of the total number of voting rights, including double voting rights, attached to the Company's shares and which shall be taken into account for application of the legislative, regulatory and statutory provisions stipulating special obligations with reference to the number of voting rights existing in the Company or to the number of shares having voting rights.

In addition, the limitations provided for above shall lapse, without any need for a new decision by an Extraordinary Shareholders' Meeting, when a natural person or legal entity, acting alone or in concert with one or several natural persons or legal entities, comes to hold at least two-thirds of the total number of Company shares following a public offer for all of the Company's shares. In such a case, the Board of Directors would take note of the said lapse and carry out the related formalities concerning modification of the Articles of Association.

TITLE V • Regulated Agreements

ARTICLE 19 - REGULATED AGREEMENTS

Pursuant to Article L. 229-7 paragraph 6 of the French Commercial Code, the provisions of Articles L. 225-38 to L. 225-42 of the French Commercial Code are applicable to agreements concluded by the Company.

TITLE VI • Company Financial Statements

ARTICLE 20 - FINANCIAL YEAR – FINANCIAL STATEMENTS

The financial year begins on January 1 and ends on December 31.

At the end of each financial year, the Board of Directors draws up an inventory, an income statement and a balance sheet, as well as the notes supplementing them, and establishes a management report.

It also establishes the Group's consolidated financial statements.

ARTICLE 21 - ALLOCATION OF RESULTS

The net income for the financial year, after deduction of overheads and other social charges, as well as of any amortization of the business assets and of any provisions for commercial and industrial contingencies, constitutes the net profit.

From the said profit, reduced by the prior losses, if any, the following items are deducted in the indicated order:

1° - 5% to constitute the legal reserve fund until the said fund reaches one-tenth of the share capital;

2° - The amount set by the shareholders at a Shareholders' Meeting with a view to constitution of reserves of which it determines the allocation or the use;

3° - The amounts that the shareholders decide at a Shareholders' Meeting to carry forward.

The remainder is paid to the shareholders as dividends.

The Board of Directors may pay out interim dividends.

The Shareholders' Meeting held to approve the financial statements for the financial year may decide to grant an option to each shareholder, with respect to all or part of the dividend or of the interim dividends, between payment of the dividend in cash and payment in shares.

The Shareholders' Meeting may decide at any time, but only on the basis of a proposal by the Board of Directors, to effect a complete or partial distribution of the amounts appearing in the reserve accounts, either in cash or in Company shares.

TITLE VII • Dissolution – Disputes

ARTICLE 22 – DISSOLUTION – LIQUIDATION

At the time of the Company's expiration or early dissolution, the shareholders acting at a Shareholders' Meeting determine the liquidation procedure and appoint one or several liquidators whose powers and compensation it determines.

ARTICLE 23 - DISPUTES

Any disputes that may arise during the Company's existence or at the time of its liquidation, either between the shareholders and the Company or among the shareholders themselves, on the subject of business matters, shall be subject to the jurisdiction of the competent courts of the registered office."

The following is added under a new heading “Short term price revision and climate ambition: Total announces exceptional 8 B\$ asset impairments including 7 B\$ in Canadian oil sands” in the section entitled “Recent Developments” on page 109 of the Debt Issuance Programme Prospectus:

“Short term price revision and climate ambition: Total announces exceptional 8 B\$ asset impairments including 7 B\$ in Canadian oil sands

For the calculation of impairment tests of its assets, Total set in 2019 a price scenario with a 2050 Brent price of 50\$/b, in line with the "well below 2 °C" scenario of the IEA. This scenario is described in the Universal Registration Document (note 3 of Chapter 8).

Given the drop in the oil price in 2020, Total decided to revise the price assumptions over the next years and selected the following profile for the Brent price: 35\$/b in 2020, 40\$/b in 2021, 50\$/b in 2022, 60\$/b in 2023; gas prices have been adjusted accordingly.

For the longer term, Total maintains its analysis that the weakness of investments in the hydrocarbon sector since 2015 accentuated by the health and economic crisis of 2020 will result by 2025 in insufficient worldwide production capacities and a rebound in prices. Beyond 2030, given technological developments, particularly in the transportation sector, Total anticipates oil demand will have reached its peak and Brent prices should tend toward the long-term price of 50\$/b, in line with the IEA SDS scenario.

The average Brent price over the period 2020-2050 thus stands at 56.8\$/2020/b.

As a result of this short-term price revision, Total recognizes in the 2nd quarter 2020 an exceptional asset impairment charge of 2.6 B\$, mainly on Canadian oil sands assets for 1.5 B\$ and LNG assets in Australia for 0.8 B\$, both being giant projects with high construction costs. These limited impacts (less than 2% of Total's overall assets) reflect the strength of the Group's balance sheet.

In addition, in line with its new Climate Ambition announced on May 5, 2020, which aims at carbon neutrality, Total has reviewed its oil assets that can be qualified as “stranded”, meaning with reserves beyond 20 years and high production costs, whose overall reserves may therefore not be produced by 2050. The only projects identified in this category are the Canadian oil sands projects Fort Hills and Surmont.

For impairment calculations, Total’s Board of Directors has decided to take into account only proven reserves on these 2 assets – unlike general practice which considers so-called proven and probable reserves. This leads to an additional exceptional asset impairment of 5.5 B\$. Consequently, Total will only take into account for its proven and probable reserves in Canada the proved reserves. And the proved and probable reserves life of the Group is thus reduced from 19.0 to 18.5 years. In addition, Total will not approve any new project of capacity increase on these Canadian oil sands assets. Finally, still consistent with the Climate Ambition announced on May 5, 2020, Total decided to withdraw from the Canadian association CAPP considering the misalignment between their public positions and the Group’s ones.

Overall, the exceptional asset impairments that will therefore be taken into account in the 2nd quarter of 2020 amount to 8.1 B\$, including 7 B\$ on Canadian oil sands assets alone, impacting the gearing ratio of the Group by 1.3%.”

The following is added under a new heading “Total demonstrates resilience and maintains dividend in exceptionally weak second quarter environment” in the section entitled “*Recent Developments*” on page 109 of the Debt Issuance Programme Prospectus:

“Total demonstrates resilience and maintains dividend in exceptionally weak second quarter environment

Paris, July 30, 2020 – Total’s Board of Directors met on July 29, 2020, under the chairmanship of CEO Patrick Pouyanné to approve the Group’s second quarter 2020 financial statements. On this occasion, Patrick Pouyanné said:

“During the second quarter, the Group faced exceptional circumstances: the COVID-19 health crisis with its impact on the global economy and the oil market crisis with the Brent falling sharply to 30\$/b on average, gas prices dropping to historic lows and refining margins collapsing due to weak demand.

OPEC+ production restraint, however, has contributed to the market recovery since June, with an average Brent price above 40\$/b. The discipline with which the countries implemented the quotas reduced the Group’s production by close to 100 kboe/d in the second quarter to 2.85 Mboe/d, and the Group now anticipates full-year production in the range of 2.9-2.95 Mboe/d in 2020.

Due to the significant slowdown of the European economy during the lockdown, the Group’s retail networks observed an average decrease in petroleum products demand on the order of 30% during the quarter, and the utilization at its European refineries fell to around 60%. However, June saw a rebound of activity in Europe to 90% of pre-crisis levels for the retail networks and 97% for its gas and electricity marketing business.

In this historically difficult context, the Group demonstrates its resilience, reporting \$3.6 billion of cash flow, positive adjusted net income and a level of gearing under control. These results are driven in particular by the outperformance of trading activities, once again demonstrating the relevance of Total’s integrated model, and by the effectiveness of the action plan put in place from the start of the crisis, notably the discipline on spend.

Taking into account this resilience, the Board of Directors maintains the second interim dividend at €0.66 per share and reaffirms its sustainability in a 40\$/b Brent environment.

This quarter shows once again the quality of the Group’s portfolio with a breakdown below 25 \$/b, benefiting from the strategy to focus on assets with low production costs, notably in the Middle East. Active portfolio management continues with the sale of non-operated assets in Gabon and the Lindsey refinery in the United Kingdom.

In the midst of these short-term challenges, the Group is resolutely implementing its new climate ambition, announced on May 5, 2020 with the entry into a giant offshore project in the North Sea as well as the acquisition in Spain of a portfolio of 2.5 million residential gas and electricity customers plus electricity generation capacity. Investments in low-carbon electricity will be close to 2 B\$ and account for nearly 15% of Capex in 2020. In line with this ambition, the Group reviewed the assets that could have been qualified as “stranded assets”. The only assets concerned are the Canadian oil sands projects and the Board of Directors has decided to impair assets in Canada for \$7 billion.”

GENERAL INFORMATION

Paragraph (6) in the section entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 167 under the heading “Significant change in the financial performance of the Group” is hereby deleted and replaced in its entirety with the following:

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus and, in particular, the information provided under the section “*Recent Developments*” under the heading “*Short term price revision and climate ambition: Total announces exceptional 8 B\$ asset impairments including 7 B\$ in Canadian oil sands*”, there has been no significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published, being 30 June 2020.

Paragraph (7) in the section entitled “*General Information*” of the Debt Issuance Programme Prospectus on pages 167 to 168 under the heading “Significant change in the Issuer’s financial position” is hereby deleted and replaced in its entirety with the following:

“Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, and, in particular, the information provided under the section “*Recent Developments*” under the heading “*Short term price revision and climate ambition: Total announces exceptional 8 B\$ asset impairments including 7 B\$ in Canadian oil sands*” and under the section “*Description of Total*” under the heading “*Indebtedness*”, there has been no significant change in the financial position of Total on a consolidated basis since the end of the last financial period for which financial information has been published, being 30 June 2020.

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial position of Total Capital since the end of the last financial period for which financial information has been published, being 30 June 2020.

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus and, in particular, the information provided under the section “*Total Capital Canada Financial Statements*” under the heading “*Summary Balance Sheet*”, there has been no significant change in the financial position of Total Capital Canada Ltd. since the end of the last financial period for which financial information has been published, being 30 June 2020.

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus and, in particular, the information provided under the section “*Total Capital International Financial Statements*” under the heading “*Summary Balance Sheet*”, there has been no significant change in the financial position of Total Capital International since the end of the last financial period for which financial information has been published, being 30 June 2020.”

Paragraph (18) in the section entitled “*General Information*” of the Debt Issuance Programme Prospectus on pages 169 to 170 under the heading “Statutory auditors of the Issuer” is hereby deleted and replaced in its entirety with the following:

“The auditors of Total are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the consolidated financial statements of Total as of and for the years ended 31 December 2018 and 31 December 2019. They have expressed unqualified opinions in the limited review audit report they have issued on the half yearly financial information for the six-month period ended 30 June 2020. The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the *Compagnie Nationale des Commissaires aux Comptes* (“*CNCC*”) professional body.

The auditors of Total Capital are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of Total Capital as of and for the years ended 31 December 2018 and 31 December 2019. They have expressed unqualified opinions in the limited review audit report they have issued on the half yearly financial information for the six-month period ended 30 June 2020.

The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of Total Capital International are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of Total Capital International as of and for the years ended 31 December 2018 and 31 December 2019. They have expressed unqualified opinions in the limited review audit report they have issued on the half yearly financial information for the six-month period ended 30 June 2020. The French auditors carry out their duties in accordance with the professional auditing standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of Total Capital Canada are KPMG LLP of 3100 205, 5th Avenue SW, Calgary Alberta T2P 4B9, Canada. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of Total Capital Canada as of and for the years ended 31 December 2018 and 31 December 2019. They have expressed unqualified opinions in the limited review audit report they have issued on the half yearly financial information for the six-month period ended 30 June 2020. The Canadian auditors have carried out their duties in accordance with Canadian generally accepted auditing standards and are members of the Canadian Public Accountability Board in Canada.”

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT

To the best of Total SE's knowledge, the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total SE accepts responsibility accordingly.

TOTAL SE

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie, Group Treasurer of Total SE
on 13 August 2020

To the best of Total Capital's knowledge, the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital accepts responsibility accordingly.

TOTAL CAPITAL

2, place Jean Millier, 92078 Paris La Défense Cedex, France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital
on 13 August 2020

To the best of Total Capital Canada Ltd.'s knowledge, the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital Canada Ltd. accepts responsibility accordingly.

TOTAL CAPITAL CANADA LTD.

2900, 240-4th Avenue S.W., Calgary, Alberta, T2P 4H4 Canada
Duly represented by: Antoine Larenaudie, President of Total Capital Canada
on 13 August 2020

To the best of Total Capital International's knowledge, the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and Total Capital International accepts responsibility accordingly.

TOTAL CAPITAL INTERNATIONAL

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital International
on 13 August 2020

This First Supplement to the Debt Issuance Programme Prospectus has been approved on 13 August 2020 by the AMF in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this document after having verified that the information in the Debt Issuance Programme Prospectus is complete, coherent and comprehensible in accordance with Regulation (EU) 2017/1129.

This approval should not be considered as a favourable opinion on the Issuers and on the quality of the Notes described in this First Supplement or the Debt Issuance Programme Prospectus. Investors should make their own assessment of the opportunity to invest in such Notes.

This First Supplement to the Debt Issuance Programme Prospectus has been given the following approval number: 20-394.