Notice of Meeting

Combined General Meeting
(Ordinary and Extraordinary)

On Friday, May 16, 2008
to be held at the Palais des Congrès
2, place de la Porte Maillot - 75017 Paris - France
at 10 a.m

TOTAL

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Message from the Chairman and the Chief Executive Officer

Dear Shareholders,

Every year, the shareholders' meeting is an important dialogue between TOTAL and its shareholders. It is your opportunity to be heard on the subjects related to the Company. It is also your opportunity, through your votes on the resolutions proposed by the Board of Directors, to be a part of the important decision making process of your Group.

This event is particularly important to us, and we are counting on your participation at the Shareholders' Meeting to be held on May 16, 2008 in Paris. If you are unable to attend, you may vote by mail using the attached form or you may give your proxy to the Chairman, your spouse or another shareholder of your choice.

The Shareholders' Meeting will consider a proposal to approve the payment of a dividend equal to 2.07 euros per share, including the 2007 interim dividend of 1.00 euro per share paid on November 16, 2007. The amount of this dividend represents an 11% increase compared to the 2006 dividend.

The agenda for our Shareholders' Meeting and information on the resolutions submitted for your approval are included in the pages that follow.

Thank you for your confidence and your loyalty. We are looking forward to our meeting on May 16.

Thierry Desmarest
Chairman of the Board

Christophe de Margerie
Chief Executive Officer

1 How to take part in the General Meeting ?

The shareholders of TOTAL S.A. are informed that a Combined General Meeting is to be convened

at 10:00 a.m. on Friday, May 16, 2008

at the Palais des Congrès
2 place de la Porte Maillot – 75017 Paris, France

In conformity with Article R. 225-73 of the French Commercial Code, the preliminary Notice of this Meeting has been published in the "*Bulletin des Annonces Légales Obligatoires*" (BALO) on February 25, 2008.

• How to obtain information

You may obtain the documents provided for in Article R. 225-83 of the French Commercial Code, by writing to:

- BNP Paribas Securities Services, G.C.T. Issuers Department, Meetings Department – Immeuble Tolbiac, 75450 Paris cedex 09, France, or to the
- Company's head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place de la Coupole – 92078 Paris La Défense cedex, France.

A document request form is included at the end of this Notice of Meeting.

The Registration Document is available on the Internet Site of the Group: www.total.com

For more information, contact the:

- Shareholder Relations Department;
  phone +33 (0) 1 47 44 24 02
  e-mail: actionnairesindividuels@total.com
- Investor Relations Department;
  phone +33 (0) 1 47 44 58 53
  e-mail: investor-relations@total.com

For those shareholders who will not be able to attend the Meeting in person, it will be broadcast live at

www.total.com

There will also be a replay of the event highlights.

As a shareholder of TOTAL, you are entitled to participate in this General Meeting, regardless of the number of shares you hold.

You may attend in person, vote by mail, or appoint the Chairman or another person as your proxy. In the latter case, you may be represented only by another shareholder or by your spouse.

In all cases, you must use the postal voting form or the proxy form attached to this Notice.

If you hold registered shares in your name for a continuous period of **at least two years** as of the date of the Meeting, you carry **double voting rights** (Article 18 § 5 of the Articles of Association).

The transfer of registered shares to another registered shareholder in connection with a succession, the sharing of the joint estate of a husband and wife, or a disposition inter vivos in favour of a spouse or a relative in the line of succession, shall not be deemed to represent a transfer of ownership for the purpose of determining the above qualification period or the eligibility for double voting rights (Article 18 § 6 of the Articles of Association).

1 Evidence of your status as a shareholder must be provided in advance

YOU HOLD BEARER SHARES

Your financial intermediary (bank, stock broker or any other party who manages the share account in which your Total shares are held) will act **as your sole representative** and will be the only party entitled to mediate between the Company or coordinating bank and yourself.

Your shares must be registered in a bearer share account maintained by your financial intermediary **no later than 12:00 a.m. (Paris time), on the record date three business days prior to the General Meeting**. A **certificate of participation** ("*attestation de participation*") issued by your financial intermediary as proof of this registration must be submitted to the following address:

BNP Paribas Securities Services,
G.C.T. Issuers Department
Meetings Department
Immeuble Tolbiac
75450 Paris cedex 09, France.

YOUR SHARES ARE REGISTERED

You must have your shares registered in your name in the registered account maintained by the Agent of the Company, **no later than 12:00 a.m. (Paris time), on the record date three business days prior to the General Meeting**.

2 You must use the postal voting form or the Proxy form

If you have not received your Notice of Meeting documentation, a postal voting form or a proxy form may be requested:

- by mail addressed to BNP Paribas Securities Services, G.C.T. Issuers Department, Meetings Department – Immeuble Tolbiac, 75450 Paris cedex 09, France,
- by fax at n°+ 33 (0)1 55 77 95 01
- by mail at the Company's head office, TOTAL S.A., Legal Affairs Division, Office 33 H 61, 2 place de la Coupole – 92078 Paris La Défense cedex, France.

In order to allow time for such forms to be issued, requests must be received by the Meetings Department of BNP Paribas Securities Services or by the Company's head office, **no later than six days prior to the date of the Meeting**.

The duly completed voting form or proxy form must be returned to the Meetings Department of BNP Paribas Securities Services or to the Company's head office **no later than three days prior to the date of the Meeting.**

If you are a holder of bearer shares, your postal voting form or proxy form will only be accepted subject to **joint receipt of this form with the certificate of participation**.

Any shareholder who has cast a postal vote, given a proxy to another person, or requested an admission card will not have the right to participate in the Meeting in another way.

1 How to take part in the General Meeting ?

3 How to exercise your voting right ?

YOU HOLD BEARER SHARES

YOU WISH TO ATTEND the Meeting
tick box A

You must:

- Instruct your financial intermediary to obtain an admission card in your name. **Your request for an admission card must be received no later than May 7, 2008.**

Failing this, you may attend on the day of the General Meeting bearing a certificate of participation (“*attestation de participation*”) issued by your financial intermediary. This certificate of participation **will only take into account the shares registered by 12:00 a.m. (Paris time) on the record date three business days prior to the General Meeting, on May 13, 2008 at 12:00 a.m. (Paris time)**.

IF YOU DO NOT WISH TO ATTEND the Meeting
tick box B

You may:

- Vote by mail or,
- Give your proxy to the Chairman, or
- Be represented by another shareholder or your spouse.

In all three cases, you must use the postal voting or proxy form and return the **duly completed and signed form** to your financial intermediary. Your financial intermediary will address it, with the certificate of participation (“*attestation de participation* “), to BNP Paribas Securities Services.

YOUR SHARES ARE REGISTERED

YOU WISH TO ATTEND the Meeting:
simply tick box A

You must request an admission card.

Return your **dated and signed** form to the following address:

BNP Paribas Securities Services G.C.T. Issuers Department, Meetings Department Immeuble Tolbiac 75450 Paris cedex 09, France

Using the prepaid envelope attached.

An admission card in your name will be returned to you.

IF YOU DO NOT WISH TO ATTEND the Meeting:
tick box B

You may:

- Vote by mail or,
- Give your proxy to the Chairman or,
- Be represented by another shareholder or your spouse.

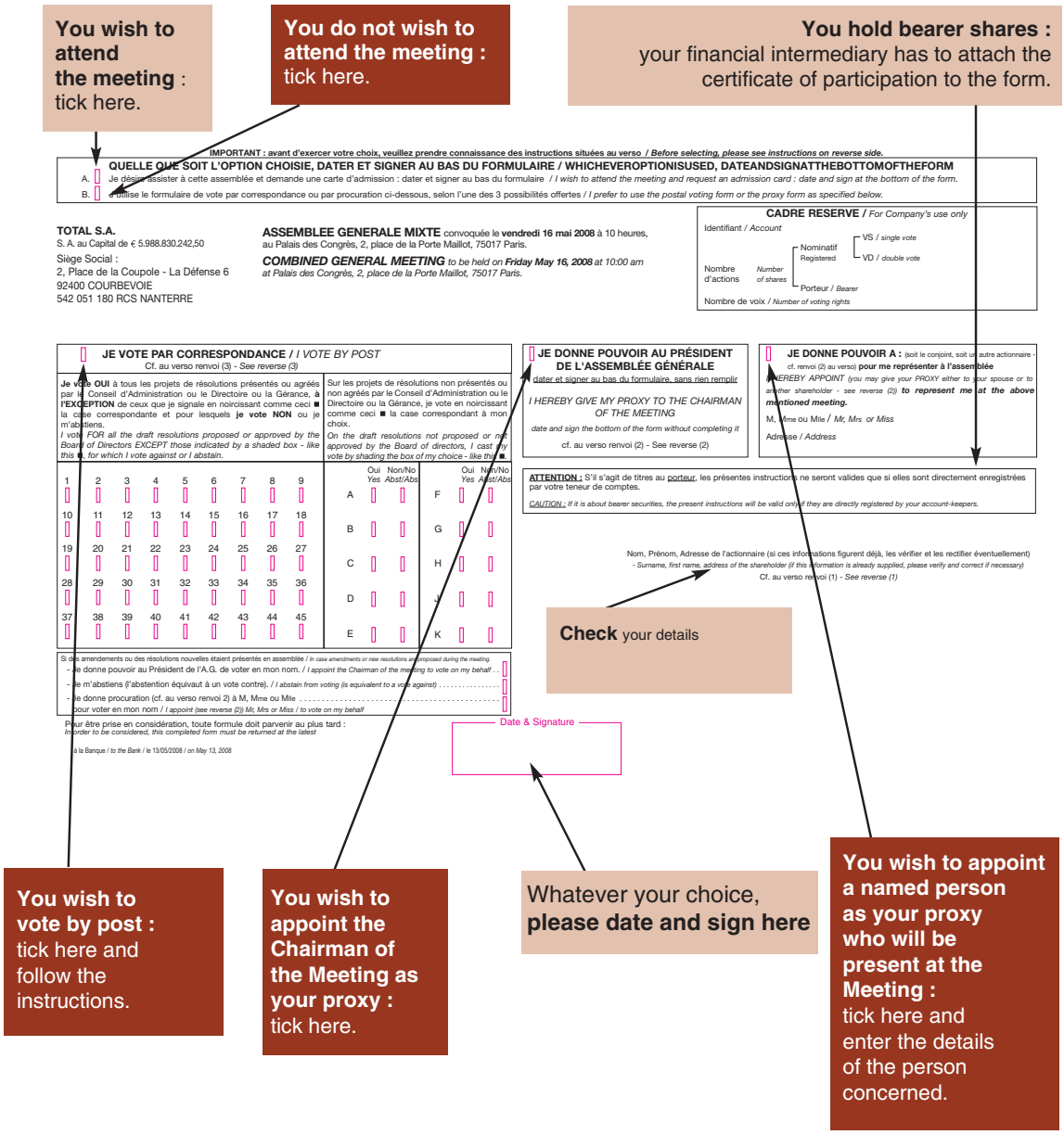
In all three cases, you must use the postal voting form or proxy form attached to this Notice of Meeting and return the **duly completed and signed** form to BNP Paribas Securities Services using the prepaid envelope attached.

Whichever option you choose, only the shares held in the registered or recorded shares account at 12:00 a.m. (Paris time) on the record date three business days prior to the General Meeting, **May 13, 2008 at 12:00 a.m. (Paris time)** will be taken in account.

If the shares are sold or transferred prior to this record date, the certificate of participation will be cancelled for the number of shares sold and votes granted to the Company for such shares will, as a result, also be cancelled.

If shares are sold or transferred after this record date, the certificate of participation will remain valid and votes cast or proxies granted by the seller will be taken into account.

- How to complete the postal voting form or proxy form



2 Combined General Meeting

Agenda

• Resolutions for the Ordinary General Meeting

- **Approval of the parent Company financial statements dated December 31, 2007.**
- **Approval of the Group's consolidated financial statements dated December 31, 2007.**
- **Allocation of earnings, declaration of dividend.**
- **Agreements covered by Article L.225-38 of the French Commercial Code.**
- **Commitments under Article L.225-42-1 of the French Commercial Code, concerning Mr. Thierry Desmarest.**
- **Commitments under Article L.225-42-1 of the French Commercial Code, concerning Mr. Christophe de Margerie.**
- **Authorization for the Board of Directors to trade the shares of the Company.**
- **Renewal of the appointment of Mr. Paul Desmarais Jr. as a Director.**
- **Renewal of the appointment of Mr. Bertrand Jacquillat as a Director.**
- **Renewal of the appointment of Lord Peter Levene of Portsoken as a Director.**
- **Appointment of Mrs. Patricia Barbizet as a Director.**
- **Appointment of Mr. Claude Mandil as a Director.**

• Resolutions for the Extraordinary General Meeting

- **Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, while maintaining shareholders' preferential subscription rights, or by capitalizing premiums, reserves, surpluses or other line items.**
- **Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, without preferential subscription rights.**
- **Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, in payment of securities that would be contributed to the Company.**
- **Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided for in Article L. 443-5 of the French Labor Code.**
- **Authorization for the Board of Directors to grant restricted shares of the Company to Group employees and to executive officers of the Company and of Group companies.**

The Company has also received:

- **From the UES Upstream Total Group Worker's Council – 2 place de la Coupole – La Défense 6 – 92078 Paris la Défense cedex – France, new proposed resolutions:**

- **one proposed resolution regards the removal of Mr. Antoine Jeancourt-Galignani;**

- **one proposed resolution is to amend Article 12 of the Company's Articles of Association to ensure that statistics are published identifying, by name, the directors in attendance at meetings of the Board of Directors and its special committees;**

- **one proposed resolution regards the authorization to grant restricted shares of the Company to all of the employees of the Company under Article L. 443-6 of the French Labor Code.**

- **From the Supervisory Board of the Total Actionnariat France Employee Investment Fund – 2 place de la Coupole – La Défense 6 – 92078 Paris la Défense cedex – France, proposed resolutions regarding the same subjects and written in the same terms as the proposed resolutions of the UES Upstream Total Group Worker's Council.**

The texts of the proposed resolutions are contained in resolutions A, B and C below (pages 26 and 27).

2 Combined General Meeting

SUMMARY OF RESOLUTIONS
Resolutions for the Ordinary General Meeting

Approval of the annual financial statements and allocation of earnings

The purpose of the **first resolution** is to approve the financial statements of TOTAL S.A. for the 2007 fiscal year.

The purpose of the **second resolution** is to approve the consolidated financial statements for the 2007 fiscal year.

The purpose of the **third resolution** is to determine the allocation of earnings.

It is proposed to declare a dividend of 2.07 euros per share for the 2007 fiscal year. After taking into account an interim dividend of 1.00 euro per share that was paid on November 16, 2007, the remaining balance of 1.07 euro per share would be paid in cash on May 23, 2008.

Pursuant to the provisions of Article 243bis of the French General Tax Code, such dividends are eligible to the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France. Moreover, pursuant to the provisions of Article 117 quator of the French General Tax Code, the individual taxpayers whose tax residence is in France and who receive dividends that are eligible to the 40% deduction, can now elect for a flat tax withdrawn payment at an 18% tax rate (before social taxes), discharging the payment of corresponding income tax. These new disposals are applicable for income perceived since January 1, 2008.

Approval of the auditors' special report

The purpose of the **fourth resolution** is to approve the conclusions of the auditors in their special report under Article L. 225-40 of the French Commercial Code, which concerns agreements entered into by TOTAL S.A. and companies with which it has one or more Director(s) in common, and continued in 2007.

Approval of commitments under Article L.225-42-1 of the French Commercial Code

Pursuant to the provisions of Article L. 225-42-1 of the French Commercial Code and upon the presentation of the special report of the auditors, the purpose of the **fifth and sixth resolutions** is to approve the commitments related to compensation, severance benefits and other benefits being paid upon or following the term of office of the Chairman or of the Chief Executive Officer or in case of change in their function. Information concerning these commitments are more detailed hereinafter on page 18.

Shares buybacks

During the year 2007, the Company acquired 32,387,355 of its own shares at an average price of 55.19 euros per share under the authorizations granted by the Shareholders' Meetings of May 12, 2006 and May 11, 2007 to be cancelled or to be granted, for no consideration, pursuant to the decision of the Board of Directors on July 17, 2007.

Since the authorization granted by the Shareholders' Meeting of May 11, 2007 expires on November 11, 2008, the purpose of the **seventh resolution** is to authorize the Board of Directors to trade in the Company's shares, with a maximum authorized purchase price of 80 euros per share. These purchases are to be carried out pursuant to the provisions of Article L. 225-209 of the French Commercial Code and the provisions of the European Council Directive of January 28, 2003 and the related implementing regulation of December 22, 2003.

These transactions may be carried out at any time, except during a public offering on the Company's shares, in accordance with the rules and regulations in force.

The maximum number of Company shares that may be repurchased under this authorization may not exceed 10% of the total number of outstanding shares, as this number may be adjusted to take into account transactions related to the Company's share capital that may occur after this Shareholders' Meeting. However, such repurchases may not at any time cause the Company to hold, directly or indirectly through its indirect subsidiaries, more than 10% of its share capital.

As of December 31, 2007, the Company held, directly or indirectly, 151,421,232 shares among the 2,395,532,097 outstanding shares representing its share capital. Under these circumstances, the maximum number of shares that the Company could repurchase is 88,131,977 shares, and the maximum amount that the Company might spend to acquire these shares is 7,050,558,160 euros.

This authorization to repurchase Company shares would be granted for a period of 18 months.

Board of Directors

In the **eighth, ninth and tenth resolutions**, we propose that you renew the appointments of Messrs. Paul Desmarais Jr., Bertrand Jacquillat and of Lord Peter Levene of Portsoken as members of the Board of Directors, each for an additional three-year term.

We also propose, in the **eleventh and twelfth resolutions,** to appoint Mrs. Patricia Barbizet and Mr. Claude Mandil as members of the Board of Directors of the Company for a three-year term, expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements of the 2010 fiscal year.

If you approve these appointments, the percentage of independent directors will be strengthened, consistently with the aim of the Company's Board of Directors.

Mrs. Barbizet: born on April 17, 1955, is a graduate of the *Ecole Supérieure de Commerce*, Paris. Patricia Barbizet began her career in the Renault Group as Treasurer of Renault Vehicules Industriels then CFO of Renault Crédit International. In 1989, she joined the Pinault Group as CFO. She is the CEO of Financière Pinault since 1992 and Director and CEO of Artémis. She is Vice-Chairman of the Board of Directors of PPR since 2005 and Chairman of Christie's.

Mr. Mandil: born on January 9, 1942, is a graduate of the *Ecole Polytechnique* and a Mining Engineer, Mr. Claude Mandil served as Mining Engineer in Lorraine and Bretagne regions. Then, he was on special mission at DATAR and Interdepartmental Director of Industry and Research, and Regional Delegate of ANVAR. From 1981 to 1982 he served as Technical Advisor to the Cabinet of the French Prime Minister, where he was responsible for industry, energy and research. He was successively Chief Executive Officer and Chairman of the Institute for Industrial Development (IDI) until 1988. He was appointed Chief Executive Officer of the Bureau of Mines and Geology (BRGM) from 1988 to 1990. From 1990 to 1998, Mr. Mandil served as General Director for Energy and Raw Materials at the Ministry of Industry and became the first representative of France at the Board of Directors of the International Energy Agency (IEA). He was Chairman of the IEA Governing Board from 1997 to 1998. In 1998, he was named Managing Director of Gaz de France. Then, in April 2000, he was named Chairman and CEO of the Institut Français du Petrole. From 2003 to 2007 he was Executive Director of IEA.

Resolutions for the Extraordinary General Meeting

The Shareholders' Meeting of May 11, 2007 renewed the delegations of authority granted to the Board of Directors to increase the share capital through the issuance of common shares or securities with preferential subscription rights, as well as through the issuance of shares reserved to employees, within an aggregate upper limit in the nominal amount of four billion euros. However, this Shareholders' Meeting did not authorize the delegation of authority to increase the share capital by issuing securities without preferential subscription rights.

In order to enable the Board of Directors to decide share capital increases without preferential subscription rights during the maximum period of 26 months as provided for by law, and also to have all delegations of authority for share capital increase within one aggregate upper limit in the nominal amount with the same expiration date, we propose that the Shareholders' Meeting renew all delegations of authority to decide share capital increases, with certain limits being lower than those proposed in 2007.

Moreover, since the authorization granted by the Shareholder' Meeting of May 17, 2005 expires at the date of the present Meeting, it is proposed that you authorize the Board of Directors to grant restricted shares of the Company to the Group's employees and executive officers.

Share capital increases with preferential subscription rights

In the **thirteenth resolution,** we propose that you delegate to the Board of Directors the authority to decide, for a period of 26 months from the date of this Shareholders' Meeting, to proceed **with preferential subscription rights** to one or more issuances of common shares of the Company, as well as any securities providing access by any means, immediately or in the future, to common shares of the Company.

The capital increases undertaken pursuant to this delegation may be carried out either through the payment of cash consideration, or through incorporation of share premiums, reserves, profits or other amounts, by means of grants of shares without consideration or an increase in the nominal value of existing shares, where such incorporation is authorized by applicable law or regulation.

The maximum nominal amount of the Company's share capital that may be issued with preferential subscription rights will be equal to an aggregate upper limit of **two billion five hundred million euros (2.5 B€)**, i.e., one billion shares. This aggregate upper limit corresponds to **41.7 % of the Company's share capital** as of December 31, 2007.

The nominal amount of any common shares that would be issued pursuant to the fourteenth, fifteenth and sixteenth resolutions of this Shareholders' Meeting will be counted against the aforementioned aggregate upper limit authorized by the present Shareholders' Meeting under this thirteenth resolution.

Conversely, the nominal amount of common shares that may be issued under the sixteenth resolution of the Shareholders' Meeting of May 11, 2007 (i.e., authority to award stock subscription options) or under the seventeenth resolution of the present Shareholders' Meeting (i.e., authority to award restricted share grants), will not be counted against the aforementioned aggregate upper limit authorized by the present Shareholders' Meeting under this thirteenth resolution.

Furthermore, the maximum nominal amount of debt securities that may be issued – and that may, either immediately or at a future date, be redeemable, exchangeable or otherwise convertible into equity securities of the Company – could not exceed a debt ceiling of ten (10) billion euros, or its equivalent value as of the date of the issuance decision. This limit applies to debt issuances decided under either this thirteenth or the fourteenth resolutions.

Share capital increases by public offering without preferential subscription rights

In the **fourteenth resolution**, we propose that you delegate to the Board of Directors the authority to decide, for a period of 26 months from the date of this Shareholders Meeting, to issue common shares of the Company as well as any securities providing access by any means, immediately or in the future, to common shares of the Company, **without maintaining preferential subscription rights, but with the possibility to create a priority subscription period open to all shareholders.**

We also propose that you delegate to the Board of Directors the authority to decide to increase the number of securities to be issued if such an issuance is oversubscribed, as provided for by law and within the limit of the ceiling of this resolution as mentioned hereunder. The maximum number of shares that could be created in case an issuance were oversubscribed is currently limited by law to 15% of the initial issuance, and these additional shares must be issued within thirty days of the closing of the initial subscription period, at the same price as for the initial issuance.

Pursuant to Article R. 225-119 of the French Commercial Code, the price of any common shares that may be issued under this delegation of authority must be **no less than the weighted average market price for TOTAL shares** during the three trading days that precede the pricing of the issuance, minus a 5% maximum discount that the Board of Directors may decide to apply.

The maximum nominal amount of the Company's share capital that may be issued under this resolution is **875 million euros**, i.e., 350 million shares. This limit corresponds to **14.6 % of the Company's share capital** as of December 31, 2007. This limit is lower compared to the limit that was proposed to the Shareholders' Meeting of May 11, 2007 and not approved.

Any issuance under this fourteenth resolution will be counted against the aggregate upper limit authorized by the shareholders under the thirteenth resolution.

Likewise, the maximum nominal amount of debt securities that may be issued – and that may, either immediately or at a future date, be redeemable, exchangeable or otherwise convertible into equity securities of the Company – could not exceed a debt ceiling of ten (10) billion euros, or its equivalent value as of the date of the issuance decision.

This delegation of authority may also be used to issue shares as consideration for securities that are tendered to the Company under a public exchange offer that fulfils the provisions of Article **L. 225-148** of the French Commercial Code. Any capital increase carried out for this purpose would be counted against the maximum amount of 875 million euros authorized under this resolution.

Share capital increases in exchange for equity securities contributed to the Company

In accordance with the provisions of Article **L. 225-147** of the French Commercial Code, the purpose of the **fifteenth resolution** is to grant all the necessary powers to the Board of Directors to decide capital increases when the conditions provided for by aforementioned Article L. 225-148 of the French Commercial Code are not applicable, through the issuance of common shares of the Company, as well as any securities providing access by any means, immediately or in the future, to common shares of the Company, in exchange for any shares or other securities providing access by any means to **shares that would be contributed to the Company**. The delegation granted shall be valid for a 26 month period beginning from this Meeting.

The total amount of share capital that may be increased under this resolution may not exceed 10% of the outstanding share capital. Moreover, it is hereby specified that the maximum nominal amount of the Company's share capital that may be so issued (i) shall be applied against the 875 M€ limit authorized by the present Shareholders' Meeting under the fourteenth resolution and, thus, (ii) will be counted against the aggregate upper limit authorized by the present Shareholders' Meeting under the thirteenth resolution.

Share capital increases by the issuance of common shares reserved to employees

Since this Extraordinary Shareholders' Meeting is voting on delegations of authority to proceed with capital increases, provisions of Article L. 225-129-6 of the French Commercial Code require that we submit a resolution to your vote that would authorize capital increases reserved to employees under Articles L. 443-1 and L. 443-5 of the French Labour Code relating to employee savings plan, and Article L. 225-138-1 of the French Commercial Code.

Therefore, in the **sixteenth resolution**, we propose that you delegate to the Board of Directors the authority to decide to increase the share capital of the Company, in one or more transactions, within a maximum amount of **1.5%** of the outstanding share capital as of the day the Board of Directors decides such an issuance. Any capital increase under this sixteenth resolution would be counted against the aggregate upper limit authorized by the present Shareholders' Meeting under the thirteenth resolution. Any subscription for all such issuances will be reserved for the employees of the Company and French or foreign companies affiliated to the Company within the meaning of Article L. 225-180 of the French Commercial

Code, provided that such employees are participating in a Company's savings plan.

This authorization would be granted for a 26 month period from the date of this Shareholders' Meeting.

Any such issuance entails the waiver by the shareholders of their preferential subscription rights in favour of the employees to whom the capital increase is reserved.

The subscription price of such new shares may not be lower than the average of the closing prices listed during the twenty trading sessions prior to the date of the Board of Directors' decision establishing the opening date of subscriptions, less the maximum discount provided for by law on the date of the Board of Directors' decision.

Restricted share grants to Group employees

The Shareholders' Meeting of May 17, 2005 authorized the Board of Directors to grant restricted shares of the Company to Group's employees and to executive officers of the Company and of Group companies, within the limit of 1% of the outstanding share capital.

Under this authorization, your Board of Directors decided to grant restricted shares on July 19, 2005, July 18, 2006 and July 17, 2007 up to an aggregate number of shares representing 0.29% of the Company's share capital as of December 31, 2007. Executive directors of your Company have not received any of these restricted shares.

The grant of shares will only become final at the end of a two-year vesting period and the beneficiaries of such final share grants will then be required to hold such shares for an additional period of two years as from the vesting date. The vesting is subject to the fulfillment of a performing condition stating that the number of restricted shares finally granted is based upon the return on equity of the Group being calculated on the consolidated financial statements published by the Group for the fiscal year ending before the vesting date. In that respect and on the basis of the Group's 2006 consolidated financial statements, your Board of Directors determined in 2007 that the vesting rate of the restricted share grants awarded in 2005 was 100%.

Since the authorization granted by the Shareholders' Meeting of May 17, 2005 expires at the present Meeting, the purpose of the **seventeenth resolution** is to authorize the Board of Directors, during a 38 month period, to grant restricted shares to employees and executive officers of the Company and French or foreign companies affiliated to the Company within the meaning of Article L. 225-180 of the French Commercial Code, within the limit of **0.8%** of the outstanding share capital as of the date of the decision of the Board of Directors to grant such shares. The Board of Directors will be authorized to determine all other terms about restricted share grants and more particularly to determine the beneficiaries of those grants.

The grant of restricted shares will only become final in whole or in part after the fulfillment of the vesting conditions set forth by the Board of Directors, at the end of either a two-year vesting period or a four-year vesting period depending upon the category of employees concerned as defined by the Board, starting from the date of the Board's decision to grant such restricted shares as defined under Article L. 225-197-1 of the French Commercial Code.

It is specified that restricted shares being definitively granted after a two-year vesting period will have to be held by the beneficiaries for an additional period of two years, while the obligation to hold granted shares will not apply to shares being definitively granted after a four-year vesting period.

The shares that can be so granted may be either existing shares, or newly issued shares as a result of a capital increase carried out through incorporation of a portion of earnings, reserves or share premiums.

2 Combined General Meeting

Resolutions presented in accordance with the provisions of Articles L. 432-6-1 and R. 432-27 of the French Labor Code and Articles L. 225-105 and R. 225-71 of the French Commercial Code.

Following the publication of the announcement notice of the Company's Shareholders' Meeting in the French *Bulletin d'Annonces Légales Obligatoires* (Bulletin of Mandatory Legal Announcements or BALO) on February 25, 2008 the Company has received new proposed resolutions:

- From the UES Upstream Total's Workers Group Council – 2 place de la Coupole – La Défense 6 – 92078 Paris la Défense cedex – France, in accordance with the provisions of Article L. 432-6-1 of the French Labor Code. The texts of the proposed resolutions are contained in resolutions A, B and C below (pages 26 and 27);
- From the Supervisory Board of the Total Actionnariat France Employee Investment Fund— 2 place de la Coupole – La Défense 6 – 92078 Paris la Défense cedex – France, in accordance with the provisions of Article R. 225-71 of the French Commercial Code (this *Fonds Commun de Placement* or FCP is the registered shareholder of more than the minimum number of shares set forth under Article R. 225-71 mentioned above) in the same terms as the resolutions proposed by the Total's Workers Group Council.

Resolution A, to remove Mr. Antoine Jeancourt-Galignani from his Directorship

Reasons developed in relation to this proposal *(below is a free translation into English of the reasons transmitted in the French language by the authors of the proposed resolution)*

Mr. Antoine Jeancourt-Galignani, age 70 as of December 31, 2007, has been a Director of Total S.A. since 1994. He was reappointed to his Directorship at the 2006 Shareholders' Meeting. He has been Chairman of Total's Audit Committee since 2007.

According to information communicated by Euro Disney SCA in February 2008, Mr. Jeancourt-Galignani also holds six other Directorships in other companies:

- EuroDisney SCA (French listed company): Chairman of the Supervisory Board;
- Société Générale (French listed company): Chairman of the Compensation and Selection Committees and member of the Special Committee that was created on January 30, 2008 and has "*the most extensive powers*" to provide in particular for the proper management of the situation, which is described as "*very serious*" by Mr. Daniel Bouton, that was created by the discovery of "*fraud of exceptional magnitude"* at Société Générale;
- Gecina (French listed company);
- Kaufman & Broad SA, which is a French listed company, a detail omitted from Total's 2006 Registration Document and from the "article 135" document of Total's 2007 General Shareholders' Meeting: member of the Audit Committee since July 2007;
- Hypo Real Estate AG (German listed company), member of the Audit Committee;
- SNA Holding (Bermuda company 69.63% held by AGF as of December 31, 2006 with presence of minority shareholders).

Articles L. 225-21, L. 225-77 and L. 225-94 of the French Commercial Code specify that a natural person may not hold more than five directorships in corporations having their registered office on French territory. In the same spirit, the French Management Association (*Association Française de Gestion*, AFG) recommends that non-executive directors not hold more than five directorships so that they may devote themselves fully to their duties. **Mr. Jeancourt-Galignani holds seven directorships**.

In view of the **magnitude of his responsibilities and their recent expansion** with his appointment to Société Générale's Special Committee, we propose the removal of Mr. Jeancourt-Galignani from his directorship.

Company's comments

We draw the shareholders' attention to the fact that Mr. Jeancourt-Galignani fulfills the requirements of the legislation on the aggregate number of directorships, and that no new facts have been brought to the Company's attention that are likely to bring into question Mr. Jeancourt-Galignani's Directorship before the expiration of his term scheduled in 2009. Actually, the facts raised to support this resolution, with the exception of the specific mission within the Board of Directors of Société Générale which was assigned at the beginning of 2008, were brought to the attention of the shareholders prior to the May 12, 2006 Shareholders' Meeting which, in turn, voted in favor of Mr. Jeancourt-Galignani's reappointment in view of this information. Therefore, the early termination of Mr. Jeancourt-Galignani's term as Director, whose skills and experience are particularly helpful to the Board, appears inappropriate.

Resolution B, to publish statistics identifying by name the directors in attendance at meetings of the Board of Directors and its committees

Reasons developed in relation to this proposal *(below is a free translation into English of the reasons transmitted in the French language by the authors of the proposed resolution)*

In May 2007 the Shareholders' Meeting approved the following:

- an amendment to the Articles of Association to allow the participation of each director in the meetings of the Board of Directors by any means of telecommunication;
- an increase in the aggregate amount of directors' attendance fees.

In this context that encourages **the presence and involvement of the directors** in the work of your Board, attendance statistics identifying the names of directors who are present at Board meetings and at each Board's committee meetings should now be published.

These statistics would make it possible:

- to better **assess the performance** of your Board and of each of its committees, and
- at each reappointment of a directorship, to assess, among other things, the **actual involvement of the director whose term is expiring** in the work of your Board.

Such publication would be in line with the Company's **concurrent practices in Great Britain and Italy**. In keeping with these practices, such statistics should be published annually in the Registration Document in order to ensure **maximum transparency**.

This publication is intended to improve the perception of your Company by extra-financial rating agencies, with respect to corporate governance matters.

This resolution is presented to you in the form of an amendment to the Articles of Association. In fact, **the Chairman of the Board of Directors blocked the placing of a similar resolution** (but not in the form of an amendment to the Articles of Association) **on the agenda** for the Ordinary General Shareholders' Meeting of May 2007, stating the following in a letter to its sponsors dated March 12, 2007: *"The shareholders acting in a Shareholders' Meeting do not (…) have jurisdiction to require the publication of statistics identifying by name the directors who are present at meetings of the Board and of its Committees*." Following this letter, the ombudsman of the French Financial Markets Authority (*Autorité des Marchés Financiers*), to whom the sponsors of this resolution referred the matter, declared a lack of jurisdiction to rule on the matter.

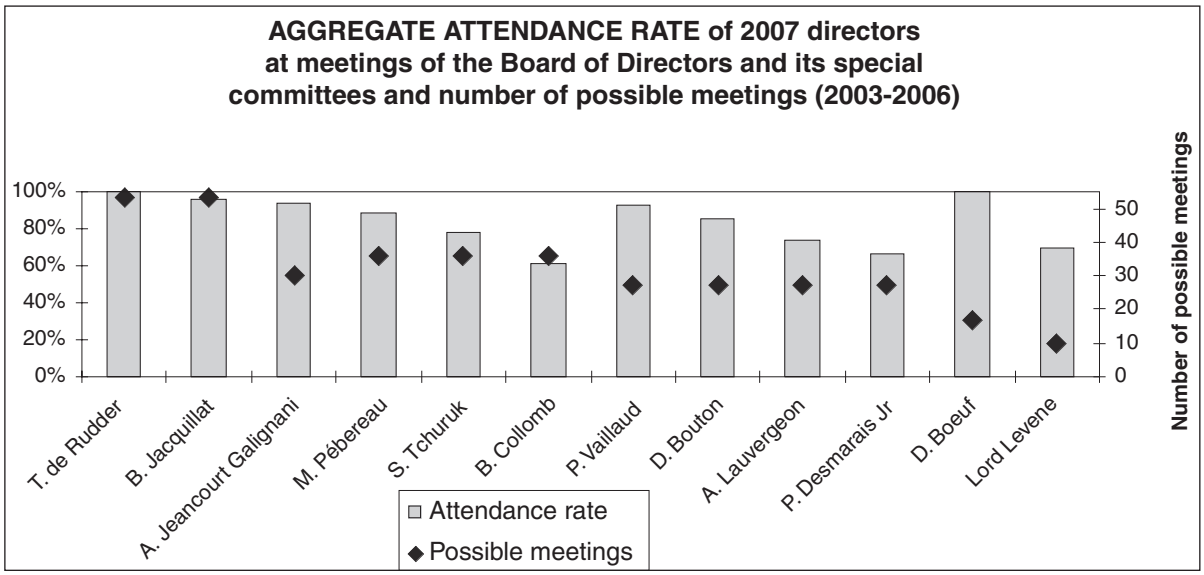
The Chairman of the Board specified in the same letter that it was **possible to deduce these statistics** from the average rates of participation of the directors at meetings of the Board and of each of the two committees, from the amount of directors' fees identifying the directors by name, and from the published rules for awarding such directors' fees.

Although it is in fact possible to reconstruct the aggregate attendance rates of each director based on this information, **the exercise is tedious and deficient**:

- first, because the data at the beginning and the end of the term of each director are scattered throughout different Total publications;
- then, because it is necessary to identify the number of board meetings and meetings of Board committees to which each director who joins or leaves the Board of Directors during the fiscal year is entitled to attend;
- lastly, because of the low aggregate attendance rate of Messrs. Bertrand Collomb and Serge Tchuruk, two of the three members of the compensation committee raised a few questions.

Considering that your Board of Directors does not have the jurisdiction to impose this type of exercise to the shareholders interested in these attendance statistics, the sponsors of this resolution hereby provide in the table below a summary of the results of their investigations of fiscal years 2003 through 2006, for which information is available as of the submission date of this resolution. In order to simplify its presentation, the information published below is limited to non-executive directors as of December 31, 2007.

The annual details of these figures for all directors may be provided upon request.



This exercise of reconstructing the aggregate attendance rates based on published information is insufficient to identify the rate at which a director participates in the work of a special committee. For example, and by way of illustration, in fiscal year 2005, two attendance scenarios of two directors are possible, although their significance with regard to the smooth operation of the nomination and compensation committee is very different. The exercise of reconstructing the attendance rate does not tell us whether Bertrand Collomb was absent from two annual meetings of this committee or from only one "at the cost" of his additional absence from one of the 2005 Board meetings. The reciprocal question is then raised for Serge Tchuruk.

The level of this intrinsic uncertainty, as illustrated by the previous example, can only increase because of, in particular, the following reasons:

- the number of meetings of your Board;
- the number of committees (as it is the case since 2007) and the number of committee meetings;
- the number of members of each committee and their possible participation in the various committees (which is possible given the growth in size of your Board, as proposed by your Board at this General Shareholders' Meeting).

If your Board would decide to publish these statistics for fiscal year 2007 under the same conditions as those proposed under this resolution, the interest of this resolution would reside in this explanatory statement, the information contained herein, and the sustainability of such publication under Articles of Association.

Company's comments

We draw the shareholders' attention to the fact that the information that must be included in the Board of Directors' Report to the Shareholders is determined by law. The French Commercial Code establishes the list of additional reports that must be attached to this report and does not provide for the possibility that certain provisions of the Articles of Association would add supplementary obligations being borne by the Board of Directors in that respect.

The resolution presented here is unnecessary since the Registration Document, in accordance with the law, contains comprehensive information regarding the participation of directors in the meetings of the Board and the committees. Stating the amount of directors' fees paid to each director provides a good measure of the regular attendance of each of them. Finally, including additional specifics in the articles of incorporation could result in disparities between the Articles of Association and any subsequent legislative change.

Resolution C, to grant restricted shares to all the employees of the Group.

Reasons developed in relation to this proposal *(below is a free translation into English of the reasons transmitted in the French language by the authors of the proposed resolution)*

The objective of this resolution is to enable the grant of restricted shares to all the employees of the Group throughout the world under the provisions of Articles L. 3332-14, L. 3332-25 and L. 3332-26 (L. 443-6 before renumbering effective May 1, 2008) of the French

Labor Code. Such distribution is limited to 0.2% of the Company's share capital over 26 months. At the Extraordinary General Shareholders' Meeting of May 2007, a similar resolution (0.2% of the share capital over 26 months) obtained nearly 53.5% of the votes, although this was not sufficient to pass the resolution.

The grant of restricted shares would **supplement other methods of support for employee stock ownership, which have now reached their limits.**

- Awards of share subscription options concentrate on 2,600 employees throughout the world (out of a total of more than 110,000 employees under the management perimeter to which the 2006 corporate and environmental report refers), with a low rate of annual renewal by beneficiaries.

- To date, 13,400 employees (including the aforementioned 2,600 stock option beneficiaries) have restricted share grants (up to 0.29% of the share capital) from the fiscal years 2005 to 2007 as permitted by the authorization of the Shareholders' Meeting of May 17, 2005, while at the same time the renewal rate of the beneficiary population declined each year (30% in 2007 compared to the population concerned in 2005 and 2006).

- The capital increase reserved to employees in 2006 had a subscription rate of 44% worldwide, and only 38% outside of France. A grant to all employees of the Group, which is permitted by this proposed resolution, will enable them to build savings in order to continue and to develop their involvement and commitment as shareholders of the Company, for example, during a capital increase reserved for employees that would take place at the end of the vesting and holding periods. This will be particularly relevant in certain regions of the world (Africa, Latin America and Asia-Pacific) where employees have already demonstrated their desire to develop their ownership of stock in the Company although they may be restricted by insufficient savings capacity.

As of the deadline for submitting this resolution, the 2008 capital increase – permitted by the authorization of the Shareholders' Meeting of May 11, 2007 – has not yet taken place. Therefore, we cannot provide you with additional information.

The authorization proposed under this resolution differs from the seventeenth resolution presented by your Board with regard to the following items:

- the maximum amount of restricted share grants is limited to **0.2% of the capital** over a period of **26 months**;

- restricted shares are granted to the Group's **entire workforce** (or approximately 110,000 employees), and the distribution among employees may be uniform, proportional to the employee's seniority with the company or proportional to salaries or may use these different criteria together (pursuant to paragraph 2 of Article L. 3332-14 of the French Labor Code, the distribution of restricted share grants among employees in France is set forth by a labor agreement and, in the absence of such an agreement, by a decision of your Board);

- you are assured that **information** relating to the **detailed conditions for the vesting** of restricted share grants are provided;

- the **impact on the individual company and consolidated financial statements** of Total S.A. of the restricted share grants will be communicated to the shareholders in the Registration Document;

- in the event the Board of Directors elect to increase the share capital, the amount of capital stock issued under this resolution **is charged against the aggregate ceiling for increases of share capital** authorized by this Shareholders' Meeting in its thirteenth resolution.

Despite the wishes of its sponsors, this request for authorization may not be charged against the allowance amount of 0.8% of the Company's capital presented in the seventeenth resolution. In fact, upon the submission to the May 2006 Shareholders' Meeting of a resolution concerning granting restricted shares to all employees using a portion of the authorization granted by the May 2005 Shareholders' Meeting (mostly underutilized as of today, however), the Chairman of the Board of Directors blocked the placing of such proposal on the agenda, based on the argument that the authority to choose the beneficiaries of the May 2005 resolution fell only under the jurisdiction of the Board of Directors and not that of the shareholders.

In order to ensure maximum transparency of information, we specify the following:

- **As for the grant of restricted shares according to the seventeenth resolution** proposed by your Board, the award of restricted options is subject to a **Company contribution of 10%** due from the companies that employ the beneficiaries under French employment contracts. This provision of the French Social Security Code has been in effect since Law N° 2007-1786 of December 19, 2007.

- **Contrary to the restricted shares granted according to the seventeenth resolution, the expenses** related to awarding the free shares are **tax deductible** for employer companies in France to the extent that such award involves all employees (Article 217 quinquies of the French General Tax Code).

Lastly, as a comparison, Suez has announced a program to grant restricted shares based on performance to all of its employees for approximately 0.3% of its capital stock over fiscal years 2007 and 2008.

Company's comments

We draw the shareholders' attention to the fact that the provisions proposed in this resolution may be implemented under the seventeenth resolution presented by the Board of Directors to this meeting; thus, this proposal proves to be unnecessary.

APPENDIX

COMMITMENTS UNDER ARTICLE L.225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING Messrs. THIERRY DESMAREST AND CHRISTOPHE DE MARGERIE (5th and 6th resolution).

Upon proposal of the Compensation Committee, the Board of Directors decided, in meetings held on February 13, 2007 and February 12, 2008 to confirm and complete the following commitments concerning the Chairman and the Chief Executive Officer.

I – PENSIONS AND LIFE INSURANCE POLICY

1) The Group does not have a specific pension plan for the Chairman and the Chief Executive Officer.

2) The Chairman and the Chief Executive Officer are entitled to a retirement benefit calculated pursuant to the same formula used for all employees of TOTAL S.A. The method for calculating this benefit is determined by the National Collective Bargaining Agreement for the Petroleum Industry and is based on the annual gross compensation (including fixed and variable portions) paid to the Chairman or the Chief Executive Officer, as the case may be. As of December 31, 2007, this benefit amounts to 5/12th of the Chairman's annual compensation and 6/12th of the Chief Executive Officer's annual compensation. Pursuant to Article L. 225-42-1 of the French Commercial Code, this benefit is subject to the procedure for related party transactions and subject to performance conditions.

   These performance conditions are deemed to be met if at least two of the three following criteria are satisfied:

   - the average ROE (return on equity) over the three years immediately preceding the year in which the officer retires is at least 12%;
   - the average ROACE (return on average capital employed) over the three years immediately preceding the year in which the officer retires is at least 10%;
   - the Company's oil and gas production growth over the three years immediately preceding the year in which the officer retires is greater than or equal to the average production growth of the four following companies: ExxonMobil, RD Shell, BP and Chevron.

3) The Chairman and the Chief Executive Officer are also eligible for a complementary pension plan open to all employees of the Group whose annual compensation is greater than the annual social security threshold multiplied by eight. There are no French legal or collective bargaining provisions that apply to remuneration above this social security ceiling.

   This complimentary pension plan is financed and managed by TOTAL S.A. to award a pension that is based on the period of employment (up to a limit of 20 years) and the portion of annual gross compensation (including fixed and variable portions) that exceeds by at least eight times the annual social security threshold. This pension is indexed to the French Association for Complementary Pension Schemes (ARRCO) index.

   As of December 31, 2007, the Group's complementary pension obligations related to the Chairman are the equivalent of an annual pension of 18% of the Chairman's 2007 compensation.

   For the Chief Executive Officer, the Group's pension obligations are, as of December 31, 2007, the equivalent of an annual pension of 22% of his 2007 compensation.

4) The Company also funds a life insurance policy which guarantees a payment, upon death, equal to two years' compensation (both fixed and variable), increased to three years upon accidental death, as well as, in case of disability, a payment proportional to the degree of disability.

II – SEVERANCE OR NON-RENEWAL OF OFFICE

If the Chairman or the Chief Executive Officer's employment is terminated or his term of office is not renewed, he is eligible for severance benefits calculated according to the terms of the National Collective Bargaining Agreement for the Petroleum Industry that applies to employees of TOTAL S.A. The maximum severance benefit, based upon thirty years of employment with the Group, is equal to two times an individual's annual pay, based upon the gross compensation (both fixed and variable) paid in the previous 12-month period.

These severance benefits may be increased by an amount equal to an additional year's gross pay (calculated as specified above) if the Chairman or the Chief Executive Officer enters into a non-compete agreement or, in the case of a change of control of the ownership of the Company, if termination occurs within the two-year period following the change in control.

These provisions for severance benefits are not applicable if, at the time of severance or non-renewal, the Chairman or the Chief Executive Officer is eligible to receive full retirement benefits.

The benefits mentioned above are considered to cover any amounts due to the Chairman or the Chief Executive Officer, as the case may be, for all functions he may have performed for the Group. If the Group terminates employment or does not renew a term of office for cause (*faute grave* or *faute lourde*), these provisions for benefits do not apply.

With the exception of the portion to be paid in case the Chairman or the Chief Executive Officer enters into a non-compete agreement, the payment of this benefit is subject to the same performance conditions as those set forth in paragraph 2) of section I above.

Since Mr. Desmarest is currently eligible to receive full retirement benefits, the commitments described in this section concern only Mr. de Margerie.

Proposed resolutions

Resolutions for the Ordinary General Meeting (Resolutions 1 through 12)

First resolution

(Approval of parent Company financial statements)

Upon presentation of the reports by the Board of Directors and the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the financial statements for the fiscal year ended December 31, 2007.

Second resolution

(Approval of consolidated financial statements)

Upon presentation of the reports by the Board of Directors and by the auditors, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the consolidated financial statements of TOTAL S.A. for the fiscal year ended December 31, 2007.

Third resolution

(Allocation of earnings, declaration of dividend)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders note that earnings for the 2007 fiscal year amount to 5,778,925,418.44 euros.

After taking into account available retained earnings of 2,496,875,350.07 euros, the amount of earnings available for distribution totals 8,275,800,768.51 euros.

The shareholders, acting on the recommendation of the Board of Directors, hereby resolve to allocate this amount as follows:

Dividend	4,983,591,440.79 euros
Retained earnings	3,292,209,327.72 euros
	8,275,800,768.51 euros

A total of 2,407,532,097 shares have rights to the dividend for fiscal year 2007, corresponding to 2,395,532,097 shares outstanding at December 31, 2007 with dividend rights as of January 1, 2007 and 12,000,000 shares with dividend rights as of January 1, 2007 that are issuable under the capital increase reserved for employees approved by the Board of Directors on November 6, 2007.

Accordingly, the amount of the dividend declared is 2.07 euros per share. An interim dividend of 1.00 euro per share was paid on November 16, 2007. The remaining balance of 1.07 euro per share shall be detached from the share listed on Euronext Paris on May 20, 2008 and paid in cash on May 23, 2008.

In accordance with Article 243 bis of the French General Tax Code, it is noted that the interim dividend of 1.00 euro per share paid on November 16, 2007 as well as the remaining balance of 1.07 euro per share are eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

For reference, the dividends declared for the last three fiscal years were as follows:

	2006	2005	2004
Total dividend *(in millions of euros)*	**4,426.3**	3,930.9	3,339.8
Interim dividend *(in euro per share, par value 2.50 euros per share)*	**0.87** *(b)*	0.75 *(c)*	0.60 *(d)*
Number of shares, par value 2.50 euros per share, on which the interim dividend was paid (a)	**2,375,603,979**	2,441,261,560	2,498,659,444
Remaining balance of dividend (a) *(in euro per share, par value of 2.50 euros per share)*	**1.00** *(b)*	0.87 *(b)*	0.75 *(c)*
Number of shares, par value 2.50 euros per share, on which the remaining balance of the dividend was paid (a)	**2,359,546,563**	2,413,692,924	2,454,175,172

(a) The information in this table for the amounts of the interim dividend and the remaining balance of the dividend, as well as for the number of shares, has been adjusted to take into account the four-for-one stock split which took place on May 18, 2006, immediately after payment of the remaining balance of the dividend for the 2005 fiscal year, pursuant to the fifteenth resolution of the May 12, 2006 General Meeting.

(b) Amounts eligible for the 40% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

(c) Amounts eligible for the 50% deduction provided for by Article 158 of the French General Tax Code, available to individual taxpayers whose tax residence is in France.

(d) Amounts with rights to an "avoir fiscal" under the regulations in place at that time.

If at the time of the payment of the interim dividend or of the remaining balance of the dividend the Company holds any of its own shares or if at that time the number of shares with dividend rights as from January 1, 2007 issued under the capital increase reserved for employees approved by the Board of Directors on November 6, 2007 is less than 12,000,000 new shares, then the net amount corresponding to unpaid interim dividends or the remaining balance of the dividends for those shares shall be allocated to retained earnings.

Fourth resolution

(Agreements covered by Article L. 225-38 of the French Commercial Code)

Upon the presentation of the special report of the auditors concerning the agreements covered by Article L. 225-38 of the French Commercial Code, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby approve the conclusions of such report and the agreements mentioned therein.

2 Combined General Meeting

Fifth resolution

(Commitments under Article L. 225-42-1 of the French Commercial Code concerning Mr. Thierry Desmarest)

Upon the presentation of the special report of the auditors concerning the commitments covered by Article L. 225-42-1 of the French Commercial Code, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby note the conclusions of such report and approve the commitments mentioned therein concerning Mr. Thierry Desmarest.

Sixth resolution

(Commitments under Article L. 225-42-1 of the French Commercial Code concerning Mr. Christophe de Margerie)

Upon the presentation of the special report of the auditors concerning the commitments covered by Article L. 225-42-1 of the French Commercial Code, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby note the conclusions of such report and approve the commitments mentioned therein concerning Mr. Christophe de Margerie.

Seventh resolution

(Authorization for the Board of Directors to trade shares of the Company)

Upon presentation of the report by the Board of Directors and of certain information appearing in the description of the program prepared pursuant to Articles 241-1 and thereafter of the General Regulation (*Règlement général*) of the French Financial Markets Authority (*Autorité des marchés financiers*), and pursuant to the provisions of Article L. 225-209 of the French Commercial Code and to Council Regulation n°2273/2003 dated December 22, 2003 concerning the application of Council Directive n°2003/6/CE dated January 28, 2003, and voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby authorize the Board of Directors to buy or sell shares of the Company within the framework of a share buyback program.

The purchase of such shares may be transacted by any means on the market or over the counter, including by block-trades. Such transactions may include the use of any derivative financial instruments, whether traded on a regulated exchange or over the counter, as well as the use of hedging strategies in accordance with the regulations of the relevant market authorities.

These transactions may be carried out at any time, excluding during a public offering of the Company's share capital, in accordance with the rules and regulations in effect.

The maximum purchase price is set at 80 euros per share.

In case of a capital increase by incorporation of reserves or restricted stock grants and in the case of a stock-split or a reverse-stock-split, this maximum price shall be adjusted by applying the ratio of the number of shares outstanding before the transaction to the number of shares outstanding after the transaction.

The maximum number of shares that may be purchased under this authorization may not exceed 10% of the total number of shares outstanding, as this number may be adjusted from time to time as a result of transactions after the date of the present Meeting, and under no circumstances may the Company hold, either directly or indirectly through indirect subsidiaries, more than 10% of its own share capital.

As of December 31, 2007, of the 2,395,532,097 shares outstanding, the Company held 51,089,964 shares directly, and 100,331,268 shares indirectly through its indirect subsidiaries, for a total of 151,421,232 shares. Under these circumstances, the maximum number of shares that the Company could repurchase is 88,131,977 shares and the maximum amount that the Company might spend to acquire such shares is 7,050,558,160 euros.

The purpose of this share buyback program is to reduce the number of shares outstanding or to permit the Company to fulfill its commitments related to:

- convertible or exchangeable securities that may give holders rights to receive shares upon conversion or exchange,
- stock options to purchase shares of the Company, employee share plans or Company savings plans; or other share attribution programs for management or employees of the Company or of other companies in the Group (notably restricted stock grant programs or the exchange guarantee put in place by the Company for beneficiaries of Elf Aquitaine stock option plans, the terms of which are specified in the prospectus for the public exchange offer of TotalFina for Elf Aquitaine dated September 22, 1999 (COB visa no. 99-1179).

According to the desired objective, shares that are acquired by the Company through this program may, in particular, be:

- cancelled, up to the maximum legal limit of 10% of the total number of shares outstanding on the date of the operation per each 24-month period,
- granted to the employees of the Group and to the management of the Company or of other companies in the Group,
- delivered to the holders of options to purchase the Company's shares having exercised such options,
- delivered to the holders of Elf Aquitaine subscription options having exercised options that are covered by the Company's exchange guarantee,
- sold to employees, either directly or through the intermediary of Company savings plans, or
- delivered to the holders of securities that grant such rights to receive such shares, either through redemption, conversion, exchange, presentation of a warrant or in any other manner.

This program may also be used by the Company to trade in its own shares, either on or off the market, for any other purpose that is authorized or any allowable market practice, or any other purpose that may be authorized or any other market practice that may be allowable by applicable law or regulation. The Company will inform its shareholders, by way of a press release, when the program is to be used for such purposes or market practices.

While they are held by the Company, such shares will not have voting rights or dividend rights.
This authorization is granted for a period of eighteen months from the date of this Meeting or until the date such authorization is renewed at an Ordinary General Shareholders' Meeting prior to the expiration of such eighteen-month period.
The Board of Directors is hereby granted all authority, with the right to delegate such authority, to undertake all actions that are necessary or useful to carry out the program or programs authorized by this resolution. This resolution replaces and, as regards any unused portion of the previous authorization, cancels the fifth resolution of the Combined Meeting held on May 11, 2007.

Eighth resolution

(Renewal of the appointment of Mr. Paul Desmarais Jr. as a Director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renew the appointment of Mr. Paul Desmarais Jr. as a Director for a term of three years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year.

Ninth resolution

(Renewal of the appointment of Mr. Bertrand Jacquillat as a Director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renew the appointment of Mr. Bertrand Jacquillat as a Director for a term of three years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year.

Tenth resolution

(Renewal of the appointment of Lord Peter Levene of Portsoken as a Director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby renew the appointment of Lord Peter Levene of Portsoken as a Director for a term of three years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year.

Eleventh resolution

(Appointment of Mrs. Patricia Barbizet as a Director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mrs. Patricia Barbizet as a Director for a term of three years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year.

Twelfth resolution

(Appointment of Mr. Claude Mandil as a Director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the shareholders hereby appoint Mr. Claude Mandil as a Director for a term of three years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year.

2 Combined General Meeting

Resolutions for the Extraordinary General Meeting (Resolutions 13 through 17)

Thirteenth resolution

(Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital while maintaining shareholders' preferential subscription rights or by capitalizing premiums, reserves, surpluses or other line items)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 225-129-2 and L. 228-92 of the French Commercial Code, the shareholders hereby:

1° Delegate authority to the Board of Directors to decide on one or more capital increases by issuing common shares of the Company as well as any securities providing access by any means, immediately and/or in the future, to common shares of the Company; such shares or securities may be issued in France or abroad and may be issued in euros, foreign currencies or any monetary unit linked to several currencies. The delegation granted accordingly to the Board of Directors shall be valid for a twenty-six month period beginning from this Meeting;

2° Decide first that the total amount of share capital that may be increased as such immediately and/or in the future may not exceed an aggregate ceiling of two billion five hundred million euros in par value (one billion shares, par value 2.50 euros per share); such amount shall be added, as applicable, to the additional amount of shares to be issued in order to protect, in compliance with the law, the rights of bearers of securities providing access to shares;

Decide, secondly, that amounts shall be applied against this aggregate ceiling equal to the total par value of common shares, if any, that would be issued under the fourteenth resolution of this Meeting relating to issuing common shares or any securities providing access to share capital without preferential subscription rights, as well as the par value amount of common shares, if any, that would be issued under the sixteenth resolution of this Meeting relating to increasing the share capital reserved for employees participating in a Company savings plan. Shall also be applied against the total par value of common shares that would be issued under the fourteenth resolution, the total par value of common shares that would be issued under the fifteenth resolution of this Meeting relating to issuing common shares or any securities providing access to the share capital in payment of securities that would be contributed to the Company;

Decide, furthermore, that the maximum par value of securities representing debt instruments that may be issued and providing immediate or future access to a portion of the Company's capital, whether issued under this resolution or under the fourteenth resolution, may not exceed a ceiling of ten (10) billion euros, or its equivalent value, as of the date of the issuance decision;

3° Decide that shareholders shall have preferential subscription rights on an irreducible basis for securities issued under this resolution in proportion to the amount of their shares. Furthermore, the Board of Directors may grant shareholders the right to subscribe for any resulting excess securities on a reducible basis, in proportion to the subscription rights they hold and within the limit of their requests;

4° Decide that if the subscriptions on an irreducible basis and, if applicable, on a reducible basis, have not absorbed the entire issuance of shares or securities as defined above, the Board of Directors may choose to allocate all or a portion of the unsubscribed securities or offer all or a portion of the unsubscribed securities to the public, or limit the amount of the capital increase to the amount of the subscription, pursuant to the provisions of Article L. 225-134-I.1 of the French Commercial Code;

5° Take formal note that the decision to issue securities providing access to capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

6° Decide that the Board of Directors, during the same 26-month period, shall have the authority to decide on one or more capital increases by capitalizing premiums, reserves, surpluses or other line items that may be capitalized in accordance with the law and the Articles of Association, in the form of a share grant or an increase in the par value of existing shares; in that case, the rights to fractions of shares shall be non-transferable and the corresponding shares shall be sold, with the proceeds allocated among the holders of rights within the timeframe provided for by regulations;

7° Decide that the Board of Directors may, if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount sums required to raise the legal reserve to one-tenth of the new capital after each issuance;

8° Take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.

Fourteenth resolution

(Delegation of authority granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital without preferential subscription rights)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 225-129-2, L. 225-135, L.225-136 and L. 228-92 of the French Commercial Code, the shareholders hereby:

1° Delegate authority to the Board of Directors to decide on one or more capital increases by issuing common shares of the Company as well as any securities providing access by any means, immediately and/or in the future, to common shares of the Company; such shares or securities may be issued in France or abroad, and may be issued in euros, foreign currencies or any monetary unit linked to several currencies. The delegation granted accordingly to the Board of Directors shall be valid for a 26-month period beginning from this Meeting;

2° Decide that the total amount of share capital that may be increased immediately and/or in the future may not exceed eight hundred seventy five million euros in par value (three hundred fifty million shares, par value 2.50 euros per share), such amount shall be applied against the ceiling established in the thirteenth resolution and such amount shall be added, as applicable, to the additional amount of shares to be issued in order to protect, in compliance with the law, the rights of bearers of securities providing access to shares;

3° Decide that for each of the issuances made in connection with this resolution and in the event of surplus demand, the Board of Directors shall have the authority to decide to increase the number of securities to be issued under the conditions provided for in Article L. 225-135-1 of the French Commercial Code and within the limit of the ceiling provided for in paragraph 2 above;

4° Decide, furthermore, that the maximum par value amount of securities representing debt instruments that may be issued and providing immediate or future access to a portion of the Company's capital, whether issued under the thirteenth resolution or under this resolution, may not exceed a ceiling of ten (10) billion euros, or its equivalent value, as of the date of the issuance decision;

5° Decide to cancel the shareholders' preferential subscription rights to these securities that shall be issued in accordance with the law and to grant to the Board of Directors the power to establish a priority period in favor of shareholders to subscribe for them in accordance with the provisions of Article L. 225-135 of the French Commercial Code;

6° Take formal note that the decision to issue securities providing access to the share capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

7° Reiterate that the issue price of common shares that may be issued under this delegation shall be subject to the provisions of Article L. 225-136 of the French Commercial Code;

8° Decide that the capital increases may be made such that they compensate for securities that would be contributed to the Company in connection with a tender offer of securities meeting the conditions established in Article L. 225-148 of the French Commercial Code. The total par value amount of share capital increased in this context shall be applied against the eight hundred seventy five million euros ceiling set out in paragraph 2;

9° Decide that the Board of Directors may, if it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital after each issuance.

Fifteenth resolution

(Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares or any securities providing access to share capital, in payment of securities that would be contributed to the Company)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of the last paragraph of Article L. 225-147 of the French Commercial Code, the shareholders hereby:

1° Grant all the necessary powers to the Board of Directors to decide capital increases by issuing common shares of the Company as well as any securities providing access by any means, immediately and/or in the future, to common shares of the Company, to compensate for any shares or securities providing access by any means to shares that would be contributed to the Company, when the conditions established in Article L. 225-148 of the French Commercial Code are not applicable;

The delegation granted accordingly to the Board of Directors shall be valid for a 26-month period beginning from this Meeting;

2° Decide, first, that the total par value of the share capital that may be increased as such immediately and/or in the future may not exceed the ceiling of 10% of the share capital outstanding as of the day of this Meeting;

Decide, secondly, that the total par value of the share capital that may be increased under this resolution shall be applied against the eight hundred seventy five million euros ceiling authorized by this Meeting in the fourteenth resolution;

3° Decide, if required, to cancel the shareholders' preferential subscription rights to shares and securities that shall be issued, in favor of the owners of shares or securities that would be contributed;

4° Take formal note that the decision to issue securities providing access to capital shall imply that the shareholders waive their preferential subscription rights to the shares to which the securities issued entitle them, in accordance with the provisions of Article L. 225-132 of the French Commercial Code.

The Shareholders hereby grant all powers to the Board of Directors, with the option to sub-delegate such powers under the conditions provided for by law, in order to implement such delegation and in particular in order to:

- Decide on the report of the contributing auditor or auditors;
- Determine all terms and conditions of the authorized operations, in accordance with the provisions of Article L. 225-147 of the French Commercial Code;
- Determine the number of shares to be issued to remunerate the contributions, as of the date of the dividend rights for the securities to be issued;
- If it deems such action appropriate, allocate costs and fees arising from the issuances to the corresponding premium amount and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital after each issuance;
- And more generally, to take all necessary measures, in particular to carry out any and all formalities to effect the related share capital increase or increases, to amend the Article of Association accordingly and to carry out any and all formalities for the admission to transactions of the shares issued.

Sixteenth resolution

(Delegation of authority granted to the Board of Directors to increase share capital under the conditions provided for in Article 443-5 of the French Labor Code)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 443-1, L. 443-5 of the French Labor Code relating to employee share ownership and Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, the shareholders hereby:

1° Delegate authority to the Board of Directors to increase the share capital on one or more occasions within a maximum period of 26 months beginning from the day of this Meeting, within the limit of 1.5% of the share capital outstanding as of the day the Board of Directors decided on the issuance; it is furthermore specified that the amount of capital issued shall be applied against the aggregate ceiling for share capital increases authorized by this Meeting in the thirteenth resolution;

2° Reserve the subscription of shares to be issued to employees of the Company and related French or foreign companies within the meaning of Article L. 225-180 of the French Commercial Code, provided that these employees participate in a Company savings plan;

3° State that this authorization shall result in the shareholders' waiver of their preferential subscription rights in favor of the employees for whom the capital increase is reserved;

4° Decide that the subscription price of new shares may not be lower than the average of the closing prices listed during the 20 trading sessions prior to the day of the Board of Directors' decision establishing the opening date of subscriptions, less the maximum discount provided for by law on the day of the Board of Directors' decision;

5° Take formal note that this delegation renders ineffectual, up to the unused portion, any previous delegation having the same purpose.

Seventeenth resolution

(Authorization for the Board of Directors to grant restricted shares of the Company to Group employees and to executive officers of the Company or of Group companies)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, pursuant to the provisions of Articles L. 225-129-1 and L. 225-197-1 and following, of the French Commercial Code, the shareholders hereby:

- Authorize the Board of Directors to proceed, on one or more occasions, in favour of the employees of the Company or of related companies within the meaning of Article L. 225-197-2 of the French Commercial Code and to executive officers, as defined by law, with restricted grants of existing shares or shares to be issued from the Company;
- Decide that the Board of Directors shall determine the beneficiaries of such restricted shares, the allocation of restricted shares to each of them, and the terms of such grants as well as, if applicable, the criteria for awarding such grants of shares.
- Decide that the maximum total number of restricted shares granted may not represent more than 0.8% of the Company's existing share capital on the day the Board of Directors decides on the grant of restricted shares;
- Decide that the grant of restricted shares to their beneficiaries shall be final, for all or a portion of the shares awarded, either at the end of a minimum two-year acquisition period or at the end of a minimum four-year acquisition period;

- Decide that the beneficiaries' obligation to hold the restricted shares shall be established at two years, with the exception of the restricted shares having a four-year acquisition period and for which the obligation to hold such shares is removed;
- Authorize the Board of Directors to provide for the final grant of the shares before the end of the acquisition period in the event of the beneficiary's disability corresponding to classification in the second or third categories provided for in article L. 341-4 of the French Social Security Code;
- Authorize the Board of Directors to increase share capital, on one or more occasions, by incorporating premiums, reserves or surplus in order to grant restricted shares under the conditions set out in this resolution and take formal note that this authorization automatically implies the shareholders' waiver of their preferential subscription rights in favor of the beneficiaries of the shares that are granted, since the corresponding capital increase is achieved solely as a result of the final award of the shares to the beneficiaries;

The shareholders hereby delegate to the Board of Directors all authority, with the option to sub-delegate such authority under conditions provided by law, in order to carry out this authorization, and in particular in order to:

- Determine whether the restricted shares that have been granted are shares to be issued or existing shares;
- If applicable, to increase share capital by capitalizing reserves or share premium in order to grant restricted shares;
- Proceed during the acquisition period, if it deems such action necessary, with adjusting the number of restricted shares that have been granted to preserve the rights of the beneficiaries, depending on any financial transactions involving the Company's shareholders' equity, with the specification that the shares that were granted in applying these adjustments shall be deemed to have been granted on the same day as that corresponding to the shares that were initially granted;
- And generally, to do whatever is advisable or necessary and in particular to complete all necessary formalities to effect the related capital increase or increases resulting from granted restricted shares and to amend the Articles of Association accordingly.

This authorization is given for a 38-month period from the date of this Meeting and shall cancel any unused amounts otherwise available under the thirteenth resolution of the Combined General Meeting of May 17, 2005.

2 Combined General Meeting

Resolutions presented in accordance with the provisions of Articles L. 432-6-1 and R. 432-27 of the French Labor Code and Articles L. 225-105 and R. 225-71 of the French Commercial Code

Resolution A

(Removal of Mr. Antoine Jeancourt-Galignani from his Directorship)

The Shareholders, voting under the conditions of quorum and majority required for Ordinary General Meetings, terminates the directorship of Mr. Antoine Jeancourt-Galignani effective as of the end of this General Shareholders' Meeting.

Resolution B

(Addition of a final last paragraph to Article 12 of the Company's Articles of Association to ensure that statistics are published identifying by name the directors in attendance at meetings of the Board of Directors and its committees)

The Shareholders, voting under the conditions of quorum and majority required for Extraordinary General Meetings, hereby decide to add a new paragraph to the end of article 12 of the company's Articles of Association, with the text of such new paragraph reading as follows:

"The Board shall provide, in a report attached to the one previously mentioned in article L. 225-100 of the French Commercial Code, statistics identifying, by name, those directors in attendance in person or, when authorized by law, via means of videoconference or telecommunication set out by official decision, at meetings of the Board of Directors and, if applicable, of each of the committees set out hereinabove."

Resolution C

(Authorization to grant restricted shares of the Company to all employees of the Group)

Upon presentation of the report of the Board of Directors and the auditors' special report, and voting under the conditions of quorum and majority required for Extraordinary General Meetings, in accordance with the provisions of Articles L. 225-129-1 and L. 225-197-1 and following, of the French Commercial Code, the shareholders hereby:

- Authorize the Board of Directors to proceed in favor of all members of the employees of the company or of related companies within the meaning of Article L. 225-197-2 of the French Commercial Code with restricted grants of existing shares or shares to be issued from the Company, according to the terms and conditions of articles L. 3332-14, L. 3332-25 and L. 3332-26 (formerly L. 443-6 before renumbering effective May 1, 2008) of the French Labor Code;
- Decide that the Board of Directors shall determine the allocation of restricted shares among employees according to the same terms and conditions of the French Labor Code;
- Decide that the maximum total number of restricted shares granted may not represent more than 0.2% of the Company's existing share capital on the day the Board of Directors decides on the grant restricted shares;
- Decide that the grant of restricted shares to their beneficiaries shall be final, for all or a portion of the shares awarded, either at the end of a minimum two-year acquisition period or at the end of a minimum four-year acquisition period;
- Decide that the beneficiaries' obligation to hold the restricted shares shall be established at two years, with the exception of the restricted shares having a four-year acquisition period and for which the obligation to hold such shares is removed;
- Decide that the impact on the Company's individual and consolidated financial statements as well as the conditions of the final award shall be communicated in the report referenced in Article L. 225-100 of the French Commercial Code during the years when free shares are distributed and awarded;
- Authorize the Board of Directors to provide for the final grant of the shares before the end of the acquisition period in the event of the beneficiary's disability corresponding to classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code;
- Authorize the Board of Directors to increase capital on one or more occasions by incorporating premiums, reserves or surplus in order to grant restricted shares under the conditions set out in this resolution and take formal note, with the specification that:
    - o the amount of the share capital that is issued shall be applied against the aggregate ceiling for increasing the share capital authorized by this Shareholders' Meeting in the thirteenth resolution; and
    - o in the event of a grant of restricted shares to be issued, this authorization automatically implies the shareholders' waiver of their preferential subscription rights in favor of the beneficiaries of the shares that are granted, since the corresponding share capital increase is definitively achieved solely as a result of the final award of the shares to the beneficiaries.

The Shareholders hereby delegate to the Board of Directors all authority, with the option to sub-delegate such authority under conditions provided for by law, to carry out this authorization and in particular in order to:

- Determine whether the restricted shares that have been granted are shares to be issued or existing shares;

- If applicable, to increase share capital by capitalizing reserves or share premiums in order to grant restricted shares;
- Proceed during the acquisition period, if it deems such action necessary, with adjusting the number of restricted shares that have been granted to preserve the rights of the beneficiaries, depending on any financial transactions involving the Company's shareholders' equity, with the specification that the shares that were granted in applying these adjustments shall be deemed to have been granted on the same day as that corresponding to the shares that were initially granted;
- And generally, to do whatever is advisable or necessary and in particular to complete all necessary formalities to effect the related capital increase or increases resulting from granted restricted shares and to amend the Articles of Association accordingly.

This authorization is granted for a period of 26 months from the day of this General Shareholders' Meeting.

3 Board of Directors

Membership of the Board of Directors of TOTAL S.A. during 2007 [1]

Thierry Desmarest

• 62 years old.

- Chairman of TOTAL S.A.
- Director of Sanofi-Aventis, of Air Liquide. Member of the Supervisory Board of AREVA.
- Director of TOTAL S.A. since 1995 and until 2010.
- Holds 484,576 shares.

Christophe de Margerie

• 56 years old.

- Chief Executive Officer of TOTAL S.A. since February 14, 2007.
- Appointed Chairman and Chief Executive Officer of Elf Aquitaine since May 30, 2007.
- Member of the Group's Executive Committee since 1999.
- Director of TOTAL S.A. since 2006 and until 2009.
- Holds 82,200 TOTAL shares and 35,927 shares of the "Total Actionnariat France" employee investment fund.

Daniel Boeuf

• 59 years old.

- Director representing employee shareholders.
- Training and skills management – Refining and Marketing.
- Elected member, representing holders, of the Supervisory Board of the "Total Actionnariat France" employee investment fund.
- Director of TOTAL S.A. since 2004 and until 2010.
- Holds 3,548 TOTAL shares and 3,440 shares of the "Total Actionnariat France" employee investment fund.

Daniel Bouton

• 57 years old.

- Independent Director [2].
- Chairman and Chief Executive Officer of Société Générale. Director of Veolia Environnement.
- Director of TOTAL S.A. since 1997 and until 2009.
- Holds 3,200 shares.

Bertrand Collomb

• 65 years old.

- Independent Director [2].
- Director of DuPont (USA).
- Director of TOTAL S.A. since 2000 and until 2009.
- Holds 4,712 shares.

Paul Desmarais Jr.

• 53 years old.

- Independent Director [2].
- Chairman and Co-Chief Executive Officer of Power Corporation of Canada. Vice-Chairman and Deputy Managing Director of Pargesa Holding. Vice-Chairman of the Board of Directors of Imerys. Director and member of the Executive Committee of Great-West Bruxelles Lambert Group, London Insurance Group. Director of Suez.
- Director of TOTAL S.A. since 2002 and until 2008.
- Holds 2,000 ADRs (corresponding to 2,000 shares)

Bertrand Jacquillat

• 63 years old.

- Independent Director [2].
- University Professor (France and USA). Co-founder and Chairman and Chief Executive Officer of Associés en Finance. Member of the Supervisory Board of Klépierre, Presses Universitaires de France (PUF).
- Director of TOTAL S.A. since 1996 and until 2008.
- Holds 3,600 shares.

Antoine Jeancourt-Galignani

• 70 years old.

- Independent Director [2].
- Former Chairman of Assurances Générales de France. Chairman of the Supervisory Board of Euro Disney SCA. Director of Gecina, Société Générale, Kaufman & Broad.
- Director of TOTAL S.A. since 1994 and until 2009.
- Holds 4,440 shares.

Anne Lauvergeon

• 48 years old.

- Independent Director [2].
- Chairman of the AREVA Management Board. Director of Suez, Vice-President of the Supervisory Board of SAFRAN.
- Director of TOTAL S.A. since 2000 and until 2009.
- Holds 2,000 shares.

Lord Peter Levene of Portsoken

• 66 years old.

- Independent Director [2].
- Chairman of Lloyd's, International Financial Services London, General Dynamics UK Ltd.
- Director of TOTAL S.A. since May 2005 and until 2008.
- Holds 2,000 shares.

Maurice Lippens

• 64 years old.

- Independent Director [2].
- Chairman of Fortis. Director of Bruxelles Lambert Group, Belgacom, Finasucre.
- Director of TOTAL S.A. since 2003 and until May 11, 2007.

Michel Pébereau

• 65 years old.

- Independent Director [2].
- Chairman of BNP Paribas. Director of Lafarge, Saint Gobain, EADS. Member of the Supervisory Board of AXA. Chairman of European Banking Federation.
- Director of TOTAL S.A. since 2000 and until 2009.
- Holds 2,356 shares.

Thierry de Rudder

• 58 years old.

- Independent Director [2].
- Managing Director of Bruxelles Lambert Group. Director of Suez, Imerys.
- Director of TOTAL S.A. since 1999 and until 2010.
- Holds 3,956 shares.

Serge Tchuruk

• 70 years old.

- Independent Director [2].
- Chairman of Alcatel-Lucent. Director of Thales.
- Director of TOTAL S.A. since 1989 and until 2010.
- Holds 61,060 shares.

Pierre Vaillaud

• 72 years old.

- Independent Director [2].
- Former Chairman and Chief Executive Officer of Elf Aquitaine and Technip. Member of the Supervisory Board of Oddo et Cie.
- Director of TOTAL S.A. since 2000 and until 2009.
- Holds 2,000 shares.

The Directors are elected for a term of three years (Article 11 of the Company's Articles of Association)

(1) Information at December 31, 2007.

(2) *The independence of the members of the Board of Directors is reviewed every year by the Board itself, with the most recent review having occurred on February 12, 2008. Upon the proposal of the Nominating & Governance Committee, the Board notes that the Directors complied with the criteria of independence contained in the 2002 AFEP-MEDEF Report, with the exception of one director who has been a director of the Company for a period exceeding the twelve years recommended by the report. The Board, taking into account the nature of the Company's industry, with the associated long-term investments and activities, considered that service as a director over a long period corresponds to certain experience and authority that strengthens the independence of a director.*
The Board also considered the business dealings between Group companies and the banking institutions where the directors are members of the Board of TOTAL. It concluded these dealings are not material since they represent less than 0.1% of their net banking income. It also concluded these dealings do not represent a material portion of the Group's external financing which is less than 5% of the financing obtained by the Group from credit providers (including confirmed but undrawn credit lines). The Board concluded that both directors should be considered as independent directors.

4 TOTAL in 2007

Brief review of the company's position during the 2007 financial year

• Consolidated accounts [a]

	2007	2006	%
GROUP RESULTS *(in millions of euros)*			
Sales	158,752	153,802	+3%
Adjusted operating income from business segments	23,956	25,166	-5%
Adjusted net operating income from business segments	12,231	12,377	-1%
Adjusted net income	12,203	12,585	-3%
Net income (Group share)	13,181	11,768	+12%
Earnings per share (euros)	5.37	5.44	-1%
Dividend (euros/share)	2.07 [b]	1.87	+11%
Cash flow from operations	17,686	16,061	+10%
Investments	11,722	11,852	-1%
Divestments at selling price	1,556	2,278	-32%

	2007	2006	%
NUMBER OF SHARES *(in millions)*			
Fully-diluted weighted-average shares	2,274.4	2,312.3	-2%

	2007	2006	%
MARKET ENVIRONMENT			
€/$ parity	1.37	1.26	-8%
Brent ($/b)	72.4	65.1	+11%
European refining margins TRCV ($/t)	32.5	28.9	+12%

(a) Adjusted income (adjusted operating income, adjusted net operating income, adjusted net income) is defined as income using replacement cost, adjusted for special items and excluding TOTAL's equity share of amortization of intangibles related to the Sanofi-Aventis merger.

(b) Pending approval at the May 16, 2008 AGM.

• Full year 2007 results

Consolidated sales increased by 3% to 158,752 million euros (M€) in 2007 from 153,802 M€ in 2006.

Operating income

Compared to 2006, on average the oil market environment in 2007 was marked by an increase in oil prices (+11% for Brent to 72.4 $/b) and refining margins (+12% for the TRCV European refining margin indicator to 32.5 $/t). The environment for Chemicals weakened between the two years. The euro-dollar exchange rate was 1.37 $/€ in 2007 compared to 1.26 $/€ in 2006.

In this context, the adjusted operating income from the business segments was 23,956 M€, a decrease of 5% compared to 2006.

Special items affecting operating income from the business segments had a negative impact of 35 M€ in 2007 and 177 M€ in 2006.

Adjusted net operating income from the business segments was 12,231 M€ compared to 12,377 M€ in 2006, a decrease of 1%. The lower percentage decrease relative to the decrease in adjusted operating income is partially due to an increase in the contribution from equity affiliates.

Net income (Group share)

Adjusted net income declined by 3% to 12,203 M€ from 12,585 M€ in 2006. This excludes the after-tax inventory effect, special items, and the Group's equity share of the amortization of intangibles related to the Sanofi-Aventis merger.

The after-tax inventory effect had a positive impact on net income of 1,285 M€ in 2007 compared to a negative impact of 358 M€ in 2006.

Special items had a positive impact on net income of 11 M€ in 2007 compared to a negative impact of 150 M€ in 2006. The Group's equity share of the amortization of intangibles related to the Sanofi-Aventis merger had a negative impact on net income of 318 M€ in 2007 and 309 M€ in 2006.

Reported net income was 13,181 M€ in 2007 compared to 11,768 M€ in 2006.

In 2007, the Group bought back 32.4 million of its shares (including 2.4 million shares purchased to cover the program of restricted share grants for employees per the Board of Directors decision on July 17, 2007) for 1,787 M€. At December 31, 2007 the number of fully-diluted shares was 2,265.2 million compared to 2,285.2 million at December 31, 2006.

Adjusted fully-diluted earnings per share, based on 2,274.4 million fully-diluted weighted-average shares, was 5.37 euros compared to 5.44 euros in 2006, a decrease of 1%, which is a smaller decrease than shown for adjusted net income thanks to the accretive effect of the share buybacks.

Cash flow

Cash flow from operations was 17,686 M€ in 2007, a 10% increase compared to 16,061 M€ in 2006.

Net cash flow [1] for the Group was 7,520 M€ in 2007 compared to 6,487 M€ in 2006.

The net-debt-to-equity ratio was 27% as of December 31, 2007 compared to 34% at year-end 2006.

Investments – divestments

Investments were 11,722 M€ in 2007, compared to 11,852 M€ in 2006. Included in the 2007 investments are 161 M€ of acquisitions related primarily to new permits. Expressed in dollars, investments in 2007 increased by 8% to 16.1 B$. Excluding acquisitions, investments were 15.8 B$ in 2007 compared to 13.9 B$ in 2006.

Divestments were 1,556 M€ in 2007 compared to 2,278 M€ in 2006. The 2007 divestments included Upstream assets in Canada, the UK and Norway and Downstream assets in the UK, as well as the progressive sale of shares representing 0.4% of Sanofi-Aventis capital in the fourth quarter for 316 M€.

Net investments were 13.9 B$ in 2007, an increase of 16% compared to 2006.

Profitability

The return on average capital employed (ROACE [2]) for the Group was 24% in 2007 (27% for the business segments), compared to 26% and 29% respectively in 2006.

Return on equity was 31% in 2007 compared to 33% in 2006.

4 TOTAL in 2007

• TOTAL S.A. parent Company accounts and proposed dividend

Net income for TOTAL S.A., the parent Company, was 5,779 M€ in 2007 compared to 5,252 M€ in 2006.

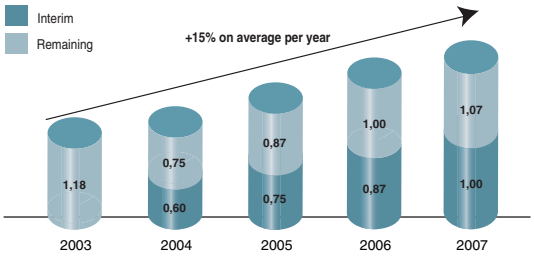
After reviewing the accounts, the Board of Directors decided to suggest at the May 16, 2008 Shareholders' Meeting a dividend of 2.07 euros per share for 2007, an increase of 11% compared to the previous year.

Based on the Group's adjusted net income for 2007, Total's pay-out ratio would be 39%.

Considering the interim dividend of 1.00 euro per share paid on November 16, 2007, the remaining 1.07 euro per share would be paid on May 23, 2008.

In accordance with the new calendar established for stock-related events by Euronext Paris on November 26, 2007, ex-dividend date for the remainder of the 2007 dividend will be May 20, 2008.

Net Dividend (in euros per share)*



* *adjusted to take into account that on May 18, 2006, the nominal value of the shares was divided by four*

• Overview of the 2007 fiscal year for TOTAL

The Group's three business segments are:

• the **Upstream segment**, which includes exploration, hydrocarbon production, gas & power marketing, and other forms of energy;

• the **Downstream segment**, which includes refining, petroleum product marketing and distribution, specialty products, and the trading and shipping of crude oil and products;

• the **Chemicals segment**, which includes Base chemicals, petrochemicals and fertilizers, and Specialties which includes rubber processing, resins, adhesives and electroplating activities.

In 2007, market conditions for the petroleum industry were generally favorable. The Brent price rose by 11%, reflecting the robust demand for oil and higher project costs. The average price for natural gas declined in 2007, notably in Northern Europe. In the Downstream business of the petroleum chain, refining margins were higher on average compared to 2006 but very volatile. The environment for petrochemicals was favorable for the first nine months of 2007 but deteriorated quickly as naphta prices increased sharply late in the year.

Adjusted net income [3] was 12,203 M€ in 2007, a 3% decrease compared to 2006.

Medium-term oil market environment	2007	2006	%
Euro-dollar exchange rate	1.37	1.26	- 8%
Brent price (dollar per barrel)	72.4	65.1	+11%
European refining margins (dollar per tonne)	32.5	28.9	+12%

Upstream

Results

For the full year 2007, adjusted net operating income from the Upstream segment was 8,849 M€ compared to 8,709 M€ in 2006, an increase of 2%. This increase was mainly due to the positive effects of the more favorable environment and production growth, partially offset by the impacts of increased exploration and higher production costs.

Profitability

The return on average capital employed (ROACE) for the Upstream segment was 34% in 2007 compared to 35% in 2006.

Hydrocarbon production

For the full year 2007, hydrocarbon production was 2,391 thousand equivalent barrels per day (kboe/d) compared to 2,356 kboe/d in 2006 an increase of 1.5% mainly as a result of:

• +5% from net growth, primarily from production ramp-ups and start-ups of major Total-operated projects, including Dalia, Rosa and Dolphin,

• -0.5% from the impact of the May 2007 fire on the Nkossa platform in Congo,

• -2% from the price effect (impact of changing hydrocarbon prices on entitlement volumes), OPEC reduction and shutdowns in the Nigerian delta because of security issues, and

• -1% from changes in portfolio, mainly the termination of a concession in Dubai.

Year-end 2007 hydrocarbon reserves

Proved reserves [4], calculated according to Securities & Exchange Commission (SEC) rules, were 10,449 Mboe at December 31, 2007. At the 2007 average rate of production, the reserve life is close to 12 years.

Excluding the impact of changing year-end prices (based on Brent stable at year-end 2006 price of 58.93 $/b) and excluding acquisitions and divestments, the 2007 reserve replacement rate was 102% for the Group (consolidated subsidiaries and equity affiliates).

Based on proved reserves calculated according to SEC rules (Brent at 93.72 $/b), the 2007 reserve replacement rate [5], excluding acquisitions and divestments, was 78%. Including acquisitions and divestments (essentially the sale of 16.7% of Sincor to PDVSA), it is 23%.

At year-end 2007, Total had a solid and diversified portfolio of proved and probable reserves [6] representing 20 Bboe, or more than a 20 year reserve life based on the 2007 average production rate, and resources [7] representing more than 40 years of production.

●●●

Downstream

Results

For the full year 2007, adjusted net operating income from the Downstream segment was 2,535 M€ compared to 2,784 M€ in 2006, a decrease of 9%. This result reflects the impact of an overall slightly negative environment, mainly due to weaker conditions for marketing and the impact of cost inflation. The 2007 results were also affected by higher maintenance activity and the positive effect of growth and productivity programs, notably the contribution from the Normandy distillate hydrocracker (DHC) for a full year.

Profitability

Return on average capital employed (ROACE) for the Downstream segment was 21% in 2007 compared to 23% in 2006.

Refinery throughput – product sales

For the full year 2007, refinery throughput decreased by 2% to 2,413 kb/d from 2,454 kb/d in 2006. The utilization rate based on crude throughput was 87% in 2007, compared to 88% in 2006. Ten refineries were affected by maintenance shutdowns in 2007 compared to three in 2006. Maintenance activity in 2008 should be comparable to 2007.

Refined product sales were 3,863 kb/d in 2007 an increase compared to 2006 (3,786 kb/d).

(4) TOTAL's proved reserves include fully-consolidated subsidiaries proved reserves and its equity share in equity affiliates proved reserves as well as proved reserves from two non-consolidated companies.
(5) Change in reserves excluding production (i.e. revisions + discoveries, extensions + acquisitions – divestments) / production for the period.
(6) Limited to proved and probable reserves covered by E&P contracts on fields that have been drilled and for which technical studies have demonstrated economic development in a 60 $/b Brent environment, including the portion of heavy oil in the Joslyn field developed by mining.
(7) Proved and probable reserves plus potentially recoverable quantities from known accumulations (Society of Petroleum Engineers – 03/07).

Chemicals

Results

For the full year 2007, adjusted net operating income from the Chemicals segment was 847 M€, a decrease of 4% compared to 884 M€ in 2006 (including for the 2006 results the amount of deferred tax credits related to Arkema activities). It reflects the positive impact of growth and productivity programs, which was partially offset by the negative impact of the petrochemical environment, essentially linked to the weak margins in the fourth quarter 2007.

Profitability

Chemicals return on average capital employed (ROACE) was 12% in 2007 compared to 13% in 2006.

• 2008 Sensitivities to the market environment

Market parameters	Scenario	Change	Estimated impact on adjusted operating income	Estimated impact on adjusted net operating income
Dollar	1.50 $/€	+0.10 $ per €	-1.5 B€	-0.8 B€
Brent	80 $/b	+1 $/b	+0.28 B€	+0.12 B€
			+0.42 B$	+0.18 B$
European refining margins TRCV	33 $/t	+1 $/t	+0.08 B€	+0.05 B€
			+0.12 B$	+0.08 B$

B€ = billion euros
B$ = billion dollars

• Summary and outlook

Since the beginning of 2008, European refining margins have been, on average, lower than in 2007 and the environment for petrochemicals has been generally unfavorable though improved compared to year end 2007. The price of Brent crude stabilized at a historically high level, around 100 $/b.

In Upstream, Total intends to pursue its strategy of profitable organic growth which should translate to an increase in hydrocarbon production of 4% per year on average over the period 2006 to 2010 based on a 60 $/b Brent environment and excluding portfolio changes. The growth stems primarily from major Total-operated projects recently put into production (Dalia, Rosa and Dolphin) or in the development phase and generally on track. The growth is particularly sensitive to LNG, where Total's sales (Group share and excluding trading) are expected to grow by 13% per year on average over the period 2006-2010.

Total's portfolio of projects provides strong visibility for growth beyond 2010, mainly as a result of a large and successful exploration program over the past years as well as major new projects in LNG and heavy oil.

In Downstream, the Group is pursuing its strategy of consolidation and modernization of its refining activities in Europe and in the United States. In the context of increasing exposure to growing markets, such as Asia and the Middle East, the Group has been finalizing the study of the Jubail refinery project in Saudi Arabia.

In Petrochemicals, Total maintains its objective to concentrate its activities on large integrated platforms in Europe and the United States while developing growth projects based on ethane feedstocks in Qatar and Algeria.

Implementation of the Group's growth strategy calls for a sustained investment program. The 2008 Capex budget is approximately 19 B$ (including net investments in equity affiliates and non consolidated companies, excluding acquisitions and based on 1€ = 1.50 $), with nearly 75% being for the Upstream segment.

The Group maintains its net-debt-to-equity ratio around its target range of 25-30%.

In addition, Total expects to pursue a policy of competitive dividend growth relative to the other major oil companies.

Significant events expected in 2008 include the ramp-up in production from Dolphin in Qatar and the start-up of production from several Upstream projects, such as Jura in the UK and Moho Bilondo in Congo. These projects set the stage for the Group to report significant production growth.

• Five-year financial summary and income allocation

	2007	2006	2005	2004	2003
I - CAPITAL AT YEAR END					
Common stock *(thousands of euros)*	**5,988,830**	6,064,420	6,151,163	6,350,151	6,491,182
Number of shares of common stock outstanding [1]	**2,395,532,097**	2,425,767,953	615,116,296	635,015,108	649,118,236
Potential number of shares for issue					
• share subscription options [1]	**39,440,217**	36,044,355	7,675,549	6,285,886	2,935,306
• Elf Aquitaine options and shares covered by the exchange guarantee [1]	**841,776**	1,158,900	361,742	1,442,634	3,793,652
II - OPERATIONS AND INCOME FOR THE YEAR *(thousands of euros)*					
Net commercial sales	**7,904,504**	8,549,605	7,009,551	4,775,056	4,246,682
Employee profit sharing	**38,000**	30,000	25,000	26,000	22,000
Net Income	**5,778,925**	5,252,106	4,142,954	3,443,252	3,272,173
Retained earnings brought forward	**2,496,875**	1,671,091	1,458,996	1,355,571	1,056,491
Income available for appropriation	**8,275,800**	6,923,197	5,601,950	4,798,823	4,328,664
• Legal reserve	**-**	-	-	-	-
• Dividends (including interim dividends)	**4,983,591**	4,503,181	4,005,394	3,429,082	3,079,116
• Retained earnings	**3,292,209**	2,420,016	1,596,556	1,369,741	1,249,548
III - EARNINGS PER SHARE *(euros)*					
Income after tax, before depreciation, amortization and provisions [1] [2]	**3.06**	2.38	7.29	5.74	5.28
Net income [1] [2]	**2.54**	2.27	7.02	5.59	5.15
Net dividend per share [1]	**2.07**	1.87	6.48	5.40	4.70
IV - PERSONNEL *(thousands of euros except for the number of employees)*					
Average number of employees during the year [3]	**6,027**	5,731	5,459	5,240	5,013
Total payroll for the year	**605,374**	561,524	511,775	472,189	458,518
Social security and other staff benefits	**258,875**	245,755	236,352	222,903	221,653

(1) On May 18, 2006, the nominal value of shares was divided by 4.

(2) Earnings per share are calculated on the basis of the weighted average number of common shares and common share equivalents outstanding during the year, excluding treasury shares and shares held by subsidiaries.

(3) Including employees in end-of-career holiday or early retirement (5 persons in 2005 – exemption from activity: 6 persons in 2006 and 29 persons in 2007).

5 REQUEST FOR COPIES OF DOCUMENTS
and information
(as indicated in Article R. 225-83 of the French Commercial Code)

- **Request to be mailed any document prior to the Combined General Meeting on May 16, 2008**

Mail to:

BNP Paribas Securities Services
G.C.T. Issuers Department
Meetings Department
Immeuble Tolbiac
75450 Paris cedex 09
France
Fax number: 33(0)1 55 77 95 01

I the undersigned,

Last Name, First Name: .....

Mailing address: .....

.....

in my capacity as shareholder of **TOTAL S.A.**

hereby acknowledge having received the documents relating to the Combined General Meeting (Ordinary and Extraordinary) of May 16, 2008, as indicated in Article R. 225-81 of the French Commercial Code, namely, the agenda, the proposed resolutions, the summary presentation of the Company's position during the year just ended (including the attached table showing results for the previous five years), and request said Company to send me, at no charge to me and prior to the Combined General Meeting [1], the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at , on 2008

Signature:

(1) *In accordance with the provisions of Articles R. 225-81 and R. 225-88 of the French Commercial Code, any shareholder in possession of registered shares may, by a single request, obtain from the Company the documents and information referred to under Articles R. 225-81 and R. 225-88 of the French Commercial Code on the occasion of each Meeting held subsequently to the Meeting designated above (depending upon the type of Meeting, Article R. 225-83 refers specifically to information about Directors, General Managers and, where applicable, candidates for the Board of Directors, the annual report, the balance sheet, the profit and loss account, the schedule, the Auditors' report and the reports of the Auditors and of the Board of Directors to be presented at the Extraordinary General Meeting in the cases provided by law).*

If the shareholder wishes to take advantage of this service, he/she must so specify on the present request.

TOTAL S.A.
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Shareholders Relations Department: 33 (0) 1 47 44 24 02
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