

**SECOND SUPPLEMENT DATED 12 NOVEMBER 2020
TO THE DEBT ISSUANCE PROGRAMME PROSPECTUS DATED 9 JUNE 2020**



**TOTAL
TOTAL SE**

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

TOTAL CAPITAL

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

TOTAL CAPITAL CANADA LTD.

(incorporated as a corporation in Alberta, Canada)

TOTAL CAPITAL INTERNATIONAL

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

€40,000,000,000

Euro Medium Term Note Programme

Due from seven days from the date of original issue

This supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the debt issuance programme prospectus dated 9 June 2020 (the “**Debt Issuance Programme Prospectus**”) and the first supplement dated 13 August 2020 (the “**First Supplement**”), which has been prepared by Total SE (which, prior to 16 July 2020, was Total S.A.), Total Capital, Total Capital International and Total Capital Canada Ltd. (the “**Issuer**” or “**Issuers**”, as the case may be) in relation to the €40,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Debt Issuance Programme Prospectus constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 as may be amended from time to time (the “**Prospectus Regulation**”). The Debt Issuance Programme Prospectus has been approved by the *Autorité des marchés financiers* (the “**AMF**”) in France in its capacity as competent authority under the Prospectus Regulation and pursuant to the French *Code monétaire et financier*, and received the AMF approval no. 20-247 on 9 June 2020 and the First Supplement received the AMF approval n° 20-0394 on 13 August 2020.

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

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

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

- (a) (i) for Total SE, incorporating by reference the unaudited interim condensed consolidated financial statements as at, and for the nine month period ended 30 September 2020 and related review report and (ii) for each of Total Capital and Total Capital International, incorporating by reference the unaudited interim condensed financial statements for the nine-month period ended 30 September 2020 and their respective related review reports; and
- (b) updating the “*Risk Factors*”, “*Description of Total*”, “*Total Capital Financial Statements*”, “*Total Capital Canada*” “*Total Capital International Financial Statements*”, “*Recent Developments*” and “*General Information*” sections in order to reflect the foregoing changes in clause (a) and certain other updates.

In accordance with and pursuant to Article 23.2 of the Prospectus Regulation, where the Notes are offered to the public, investors who have already agreed to purchase or subscribe for any such Notes before this Second Supplement to the Debt Issuance Programme Prospectus is published shall have the right, exercisable within two working days after the publication of this Second Supplement, i.e. until 16 November 2020, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23.1 of the Prospectus Regulation arose or was noted before the final closing of the offer period or the delivery of the Notes, whichever occurs first. Investors may contact the Authorised Offeror(s) should they wish to exercise the right of withdrawal.

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

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DOCUMENTS INCORPORATED BY REFERENCE

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

“the sections referred to in the tables below included in (i) for Total, the English language translation of the financial report for the third quarter 2020 including the English language translation of the unaudited interim condensed consolidated financial statements as at, and for the nine-month period ended 30 September 2020 and related English language translation of the review report (the “**Total Third Quarter 2020 Financial Report**”) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-11/Total-SE-2020-Q3-Financial-Statements.pdf>), (ii) for Total Capital, the English language translation of the unaudited non-consolidated condensed interim financial statements as at and for the nine-month period ended 30 September 2020 and related English language translation of the review report (the “**Total Capital Third Quarter 2020 Financial Report**”) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-11/Total-Capital-2020-Q3-Financial-Statements.pdf>), (iii) for Total Capital International, the English language translation of the unaudited non-consolidated condensed interim financial statements as at and for the nine-month period ended 30 September 2020 and related English language translation of the review report (the “**Total Capital International Third Quarter 2020 Financial Report**”) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-11/Total-Capital-International-2020-Q3-Financial-Statements.pdf>) and (iv) for Total Capital Canada, the interim financial statements as at and for the six-month period ended 30 June 2020 and related review report (the “**Total Capital Canada First Half 2020 Financial Report**”) (and all cross-references to such Total Capital Canada First Half 2020 Financial Report refer to the actual page of the file accessible from the following link rather than the enumerated pages thereon) (<https://www.total.com/sites/g/files/nytnzq111/files/documents/2020-08/Total-Capital-Canada-H1-2020.pdf>);”

For avoidance of doubt, the table under the heading “Information incorporated by reference in relation to Total Capital Canada” on pages 16 to 18 of the First Supplement to the Debt Issuance Programme Prospectus remains current and forms a part of the Debt Issuance Programme Prospectus, as supplemented by this Second Supplement.

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

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

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

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))		Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report
3.	Risk Factors	82 to 89		29
4.	Information about the issuer			
4.1	History and development of the issuer	7 to 13 and 20 to 21		
4.1.1	The legal and commercial name of the issuer.	20, 258 and 276		
4.1.3	The date of incorporation and the length of life of the issuer, except where the period is indefinite.	20, 258 and 276		
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	20, 258 and 276		
4.1.5	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer’s solvency.	10, 18 to 20, 22 to 30 and 32 to 79		
4.1.8	Description of the expected financing of the issuer’s activities.	75		
5.	Business overview			
5.1	Principal activities			
5.1.1	A description of the issuer’s principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the issuer competes.	4 to 7, 22 to 30 and 32 to 73		
5.2	The basis for any statements made by the issuer regarding its competitive position.	4, 32 to 72		
6.	Organisational structure			
6.1	If the issuer is part of a group, a brief description of the group and the issuer’s position within the group. This may be in the form of, or accompanied by, a diagram of the	20 to 21, 352 to 369 and 375 to 399		

	Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report
	organisational structure if this helps to clarify the structure.			
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	20, 352 to 369 and 375 to 399		
7.	Trend information			
7.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	29 to 30, 74 to 79, 82 to 89 and 258		29
8.	Profit forecasts or estimates			
8.1	Where an issuer includes on a voluntary basis a profit forecast or a profit estimate (which is still outstanding and valid), that forecast or estimate included in the registration document must contain the information set out in items 8.2 and 8.3. If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such profit forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 8.2 and 8.3.	N/A*	N/A*	N/A*
8.2	Where an issuer chooses to include a new profit forecast or a new profit estimate, or where the issuer includes a previously published profit forecast or a previously published profit estimate pursuant to item 8.1, the profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate. The forecast or estimate shall comply with the following principles: (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; (b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; and (c) In the case of a forecast, the assumptions shall draw the investor's attention	N/A*	N/A*	N/A*

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report	
	to those uncertain factors which could materially change the outcome of the forecast.			
8.3	The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both: (a) comparable with the historical financial information; (b) consistent with the issuer's accounting policies.	N/A*	N/A*	N/A*
9.	Administrative, management and supervisory bodies			
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	130 to 167 130 to 167 N/A*		
9.2	Administrative, management, and supervisory bodies' conflicts of interests Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	142 to 145 and 166 to 167		
10.	Major shareholders			
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	267 to 269 and 278		
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	N/A*	N/A*	N/A*
11.	Financial information concerning the issuer's assets and liabilities, financial position and profits and losses			
11.1	Historical financial information			
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in	282 to 399	250 to 360	N/A*

	Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report
	operation) and the audit report in respect of each year.			
11.1.2	<p>Change of accounting reference date</p> <p>If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.</p>	N/A*	N/A*	N/A*
11.1.3	<p>Accounting Standards</p> <p>The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002.</p> <p>If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation.</p>	279	247	12
11.1.4	<p>Change of accounting framework</p> <p>The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements.</p> <p>Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p>	N/A*	N/A*	N/A*
11.1.6	<p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at</p>	282 to 399	250 to 359	4 to 29

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report	
	least the consolidated financial statements in the registration document.			
11.1.7	<p>Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	288	256	N/A*
11.2	Interim and other financial information			
11.2.1	<p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No. 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No. 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</p>	N/A*	N/A*	1 to 29
11.3	Auditing of historical annual financial information			
11.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No. 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No. 537/2014 do not apply:</p>	<p>279, 282 to 285 and 286 to 289</p> <p>N/A*</p>	<p>247, 250 to 253 and 254 to 257</p> <p>N/A*</p>	<p>N/A*</p> <p>N/A*</p>

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report
<p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</p>			
11.3.2	200	173	N/A*
11.3.3	N/A*	N/A*	N/A*
11.4			
11.4.1	101		
12.			
12.1	274 to 275		
12.2	N/A*	N/A*	N/A*

	Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) in the Total 2019 URD	Page Reference(s) in the Total 2018 RD	Page Reference(s) in the Total Third Quarter 2020 Financial Report
	objects and purposes and where they can be found in the memorandum and articles of association.			
13.	Material contracts			
13.1	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or an entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	N/A*	N/A*	N/A*

* N/A means "not applicable."

The table under the heading “Information incorporated by reference in relation to Total Capital” in the section entitled “Documents Incorporated by Reference” on pages 40 to 42 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL CAPITAL

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))		Page Reference(s) of the Total Capital Financial Statements 2019 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital Third Quarter 2020 Financial Report
3.	Risk Factors	82 to 89 of the Total 2019 URD		
11.	Financial information concerning the issuer’s assets and liabilities, financial position and profits and losses			
11.1	Historical financial information			
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	7 to 14	7 to 14	N/A*
11.1.2	Change of accounting reference date If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.	N/A*	N/A*	N/A*
11.1.3	Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002. If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State’s national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country’s national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country’s national accounting standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation.	N/A*	N/A*	N/A*
11.1.4	Change of accounting framework The last audited historical financial information, containing comparative information for the	N/A*	N/A*	N/A*

	Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) of the Total Capital Financial Statements 2019 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital Third Quarter 2020 Financial Report
	<p>previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements.</p> <p>Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p>			
11.1.5	<p>Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) the cash flow statement;</p> <p>(d) the accounting policies and explanatory notes.</p>	<p>10</p> <p>12</p> <p>14</p> <p>17 to 26</p>	<p>10</p> <p>12</p> <p>14</p> <p>15 to 26</p>	<p>7</p> <p>9</p> <p>11</p> <p>14 to 16</p>
11.1.6	<p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	N/A*	N/A*	N/A*
11.1.7	<p>Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	10	10	N/A*
11.2	Interim and other financial information			
11.2.1	<p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p>	N/A*	N/A*	1 to 16

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

Information incorporated by reference (pursuant to Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities))	Page Reference(s) of the Total Capital Financial Statements 2019 (except for the Risk Factors)	Page Reference(s) of the Total Capital Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital Third Quarter 2020 Financial Report
audited financial statements state the source of the data and state that the data is not audited.			

* N/A means “not applicable.”

The table under the heading “Information incorporated by reference in relation to Total Capital International” in the section entitled “Documents Incorporated by Reference” on pages 43 to 45 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

“INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTAL CAPITAL INTERNATIONAL

Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)		Page Reference(s) of the Total Capital International Financial Statements 2019 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital International Third Quarter 2020 Financial Report
3.	Risk Factors	82 to 89 of the Total 2019 URD		
11.	Financial information concerning the issuer’s assets and liabilities, financial position and profits and losses			
11.1	Historical financial information			
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	7 to 14	7 to 14	N/A*
11.1.2	Change of accounting reference date If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.	N/A*	N/A*	N/A*
11.1.3	Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002. If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State’s national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country’s national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country’s national accounting standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation	N/A* 15	N/A* 18	N/A* 14
11.1.4	Change of accounting framework The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form	N/A*	N/A*	N/A*

Annex 6 of the Commission Delegated Regulation (Registration Document for Retail non-equity Securities)		Page Reference(s) of the Total Capital International Financial Statements 2019 (except for the Risk Factors)	Page Reference(s) of the Total Capital International Financial Statements 2018 (except for the Risk Factors)	Page Reference(s) in the Total Capital International Third Quarter 2020 Financial Report
	<p>consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements.</p> <p>Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.</p>			
11.1.5	<p>Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) the cash flow statement;</p> <p>(d) the accounting policies and explanatory notes.</p>	<p>10</p> <p>12</p> <p>14</p> <p>16 to 25</p>	<p>10</p> <p>12</p> <p>14</p> <p>16 to 25</p>	<p>7</p> <p>9</p> <p>11</p> <p>14 to 16</p>
11.1.6	<p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	N/A*	N/A*	N/A*
11.1.7	<p>Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	10	10	N/A*
11.2	Interim and other financial information			
11.2.1	<p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p>	N/A*	N/A*	1 to 16

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

* N/A means "not applicable."

RISK FACTORS

The last paragraph under the sub-heading “Risk Factors relating to the Group’s business” in the section entitled “*Risk Factors*” on pages 15 of the Debt Issuance Programme Prospectus is hereby updated as follows.

Additionally, the business risk factors that are incorporated by reference into this Debt Issuance Programme Prospectus as summarized above, including those business risk factors in respect of market environment parameters, should be read in light of, among other things, current market conditions of production oversupply as well as demand reduction due to the COVID-19 pandemic which has led to a significant decrease in commodity prices. The Group’s future business results, including cash flows and financing needs as well as its degree of sensitivity to these conditions, will be affected by the extent and duration of these conditions and the effectiveness of responsive actions that the Group and others take, including the Group’s actions to reduce capital and operating expenses and other actions as described under “*Recent Developments*” in the Debt Issuance Programme Prospectus, as supplemented by the First Supplement and the Second Supplement and government actions to address the COVID-19 pandemic, as well as any resulting impact on national and global economies and markets.

DESCRIPTION OF TOTAL

The information provided in the sub-heading “Share capital as of 30 April 2020” under the heading “Share capital” in the section entitled “*Description of Total*” on pages 84 and 85 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

Share capital as of 30 September 2020

€6,632,810,062.50 consisting of 2,653,124,025 fully paid ordinary shares.

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

“Indebtedness

Since 30 September 2020, there has been no material change in the indebtedness of Total.”

TOTAL CAPITAL FINANCIAL STATEMENTS

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

“Selected Third-Quarter Financial Information

The main elements of Total Capital’s 2020 third-quarter unaudited non-consolidated financial statements are summarised in the following tables:

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Total Capital Accounts		
Net Financial Income.....	3,125	2,414
Net Result	1,513	987

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Debenture loans and similar debt debentures	3,338,485	4,751,529
Shareholders’ Equity	11,694	10,065
Current Assets.....	1,929,496	2,466,199
Long Term Assets.....	3,338,635	4,751,915
Short-term Liabilities.....	1,916,287	2,454,524
Prepaid Income	1,664	1,995

Summary Balance Sheet

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Assets		
Fixed Assets.....	3,338,635	4,751,915
Current Assets.....	1,929,496	2,466,199
Prepaid Expenses	-	-
Total Assets	5,268,131	7,218,114
Liabilities		
Shareholders’ Equity	11,694	10,065
Debenture loans and similar debt debentures	3,338,485	4,751,529
Miscellaneous borrowings and financial debts	1,915,676	2,454,350
Operating liabilities	611	175
Total Liabilities	5,254,772	7,206,053
Prepaid income	1,664	1,995
Total Liabilities and Shareholders’ Equity	5,266,466	7,218,114
Share Capital	300	300

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

Summary Income Statement

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Net operating income.....	(1,032)	(990)
Net financial income.....	3,125	2,414
Net extraordinary income	-	-
Income tax	(580)	(438)
Net income for the period	1,513	987

The non-consolidated (statutory) financial statements of Total Capital are prepared in accordance with French generally-accepted accounting practices. The financial information has been extracted from the unaudited third-quarter financial statements of Total Capital.”

TOTAL CAPITAL CANADA

The second sentence under the heading “Introduction” in the section entitled “*Total Capital Canada*” on page 91 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety by the following:

The registered and head office and principal place of business of Total Capital Canada is located at 4700, 888-3rd Street S.W., Calgary, Alberta, T2P 5C5 Canada, Tel: +1 403 571 7599.

The following sentence is added below the table under the heading “Directors” in the section entitled “*Total Capital Canada*” on page 91 of the Debt Issuance Programme Prospectus:

The business address of each of the directors of Total Capital Canada is the registered and head office and principal place of business address of Total Capital Canada mentioned above.

TOTAL CAPITAL INTERNATIONAL FINANCIAL STATEMENTS

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

“Selected Third-Quarter Financial Information

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

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Total Capital International Accounts		
Net Financial Income.....	3,743	10,899
Net Result	1,335	5,525

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Debenture loans and similar debt debentures	33,056,065	29,146,427
Shareholders’ Equity	29,527	28,928
Current Assets.....	31,631	26,926
Long Term Assets.....	33,060,978	29,153,403
Short-term Liabilities.....	4,939	2,475
Prepaid Income	2,078	2,497

Summary Balance Sheet

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Assets		
Fixed Assets.....	33,060,978	29,153,403
Current Assets.....	31,631	26,926
Prepaid Expenses	-	-
Total Assets	33,092,608	29,180,328
Liabilities		
Shareholders’ Equity.....	29,527	28,928
Debenture loans and similar debt debentures	33,056,065	29,146,427
Miscellaneous borrowings and financial debts	9	40
Operating liabilities	4,930	2,435
Total Liabilities	33,061,003	29,148,902
Prepaid income	2,078	2,497
Total Liabilities and Shareholders’ Equity	33,092,608	29,180,328
Share Capital.....	300	300

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

Summary Income Statement

	As at/for the 9 months ended 30 September 2020	As at/for the 9 months ended 30 September 2019
	<i>(in thousands of Euros)</i>	
Net operating income.....	(1,900)	(2,568)
Net financial income.....	3,743	10,899
Net extraordinary income	-	-
Income tax	(508)	(2,806)
Net income for the period	1,335	5,525

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

RECENT DEVELOPMENTS

The following is added under a new heading “United States: SunPower Completes Maxeon Solar Technologies’ Spin-Off Transaction” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“United States: SunPower Completes Maxeon Solar Technologies’ Spin-Off Transaction

Paris, 27 August 2020 – SunPower, majority owned by Total since 2011, successfully completed the strategic transaction, announced last November, to create two independent public companies:

- SunPower, the leading North American distributed generation company. and
- Maxeon Solar Technologies, a leading global manufacturer of premium solar panels. Concurrently, Tianjin Zhonghuan Semiconductor Co., Ltd. (TZS), a long-term partner of SunPower, is taking a minority share of Maxeon Solar Technologies through a 298 MUSD equity investment.

Total fully supports this strategic move which will allow SunPower to focus on developing its positions in the North American distributed generation and storage market. Total remains majority shareholder of SunPower with a shareholding of 51.7 %.

Total also welcomes the investment of TZS in Maxeon Solar Technologies which will consolidate the growth of its industry-leading solar panel technology to a high-volume scale. This investment will indeed facilitate the scale-up of Maxeon® 5 premium solar panels production capacity. Total with a shareholding of 36.4 % is the main shareholder of the newly created company Maxeon Solar Technologies, alongside with the new shareholder TZS who owns 28.8 %.

Solar is key to Total’s commitment to develop low carbon electricity and Total maintains a strong ambition to grow on the US solar market, one of the largest in the world, together with SunPower. The Group continues to grow its renewables businesses worldwide to become a leading international player, in line with Total’s new Climate Ambition to Get to Net Zero by 2050.”

The following is added under a new heading “Energy Transition: Total Is Investing More Than €500 Million To Convert Its Grandpuits Refinery Into A Zero-Crude Platform For Biofuels And Bioplastics” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“Energy Transition: Total Is Investing More Than €500 Million To Convert Its Grandpuits Refinery Into A Zero-Crude Platform For Biofuels And Bioplastics

Paris, 24 September 2020 — Within the framework of its net zero strategy, Total will convert its Grandpuits refinery (Seine-et-Marne) into a zero-crude platform. By 2024, following an investment totaling more than €500 million, the platform will focus on four new industrial activities:

- Production of renewable diesel primarily intended for the aviation industry.
- Production of bioplastics.
- Plastics recycling.
- Operation of two photovoltaic solar power plants.

Meanwhile, crude oil refining at the platform will be discontinued in the first quarter of 2021 and storage of petroleum products will end in late 2023. Operations at service stations and airports in the Greater Paris region will not be affected: they will be supplied by the refineries at Donges— currently undergoing a €450 million modernization — and Normandy.

This decision to end its oil refining comes in the wake of an audit conducted over several months on the 260-kilometer Ile-de-France pipeline (PLIF), which carries crude oil from the Port of Le Havre to the Grandpuits refinery.

The refinery was forced to shut down for more than five months in 2019 when a leak appeared on the PLIF, following an earlier leak near Le Havre in 2014. With the approval of government officials, the PLIF's maximum working pressure was reduced to ensure safe operation. As a result, the refinery could operate at only 70% of its capacity, threatening its long-term financial viability.

The audit found that normal operations at the refinery could be restored only by replacing the PLIF, at a cost of nearly €600 million. Given France's plans for the energy transition up to 2040, therefore, Total has decided to end its oil refining at Grandpuits and embark on an industrial transformation of the site, backed by a major investment plan.

A responsible industrial redeployment with no layoffs

Total will carry out this industrial redeployment with no layoffs, with early retirements and internal mobility within the Group' sites, providing each employee with an appropriate solution.

Of the 400 jobs at the Grandpuits platform and its associated Gargenville (Yvelines) depot today, 250 will be maintained after the conversion. Furthermore, 15 additional jobs will be created on the Grandpuits site in a packaging unit connected to the bioplastics unit.

In addition, the work projects generated by this industrial investment of more than €500 million will create up to 1,000 jobs over the three-year period for construction of the new units.

Total has also carried out a thorough review of the partner companies working on the platform, which amount to the equivalent of 300 full-time jobs. The Group is committed to supporting each partner company during the industrial repurposing of the site. In its new configuration, the Grandpuits platform will continue to prioritize its partner businesses, which will represent the equivalent of 200 full-time jobs.

Total will, of course, comply with all of its contractual commitments to its customers.

Total and the Ile-de-France region intend to launch a campaign to attract other industries to the property made available at the Grandpuits site and on industrial estates near the Grandpuits and Gargenville sites.

Three Innovative Industrial Projects Amounting to Investments of More Than €500 Million

The Grandpuits facility will become a model zero-crude platform in France, boasting three new industrial units:

- A bio-refinery: Total will construct a renewable diesel unit, primarily producing for the aviation industry. This initiative will contribute to France's roadmap for deploying sustainable aviation fuel, which calls for an incorporation target into aviation fuel of 2% by 2025 and 5% by 2030.

The new unit, to be commissioned in 2024, will be able to process 400,000 tons per year, with potential annual production of:

- 170,000 tons of sustainable aviation fuel.
- 120,000 tons of renewable diesel.
- 50,000 tons of renewable naphtha, used to produce bioplastics.

The unit will process primarily animal fats from Europe and used cooking oil, supplemented with other vegetable oils like rapeseed (but excluding palm oil). Total will prioritize local suppliers.

Biofuels that reduce carbon emissions by at least 50% compared to their fossil equivalents are one component of Total's strategy for meeting the challenge of carbon neutrality.

- A bioplastics plant: Total Corbion PLA, a 50/50 joint venture between Total and Corbion, will be constructing Europe's first PLA manufacturing plant.

Entirely produced from sugar instead of oil, PLA is a bioplastic that is biodegradable and recyclable. The market for PLA is growing up to 15% annually. Demand is rising fast, particularly in the markets for film wrap and rigid packaging and in numerous industrial applications.

Partners since 2017 in the Total Corbion PLA 50/50 joint venture, Total and Corbion successfully launched their first PLA plant in Thailand in 2018 and have decided to invest in a new European plant. Promising annual production capacity of 100,000 tons, this second plant will begin operations in 2024, making Total Corbion PLA the world's biggest producer of PLA.

- A plastics recycling plant: Total will be constructing France's first chemical recycling plant with Plastic Energy (Total 60%, Plastic Energy 40%).

Based on a new innovative recycling technology, this plant will convert plastic wastes into a liquid called TACOIL through a pyrolysis melting process. This TACOIL will then be used as feedstock for the production of polymers with identical properties to virgin polymers. In particular, they will be suitable for use in food-grade applications—a major criterion for food packaging businesses.

The new unit will help Total meet its objective of producing 30% of its polymers from recycled materials by 2030.

- In addition, Total will be building two photovoltaic solar plants, one with capacity of 28 MWp (at the Grandpuits site) and the other with capacity of 24 MWp (at the Gargenville site), which will contribute to Total's ambition to provide green electricity to all its industrial sites in Europe.

The plants will be built and operated by Total Quadran, a wholly-owned Total affiliate that specializes in renewable energy development and production in France.

Under French law, the project is subject to the process for notifying and consulting employee representatives.

Total is committed to pursuing meaningful dialogue with employee representative organizations, and will be initiating discussions with those bodies in late September."

The following is added under a new heading "Renewables: Total Strengthens Its Position In The Spanish Solar Market And Covers All Its Power Needs In Europe With Green Energy" in the section entitled "*Recent Developments*" of the Debt Issuance Programme Prospectus:

“Renewables: Total Strengthens Its Position In The Spanish Solar Market And Covers All Its Power Needs In Europe With Green Energy

Paris, 25 September 2020 – Total is strengthening its presence in the Spanish electricity market through an agreement with the Spanish developer Ignis to develop 3.3 gigawatts (GW) of solar projects located close to Madrid and Andalusia. The first projects in the Ignis portfolio are scheduled to start in 2022, with the ambition of bringing them all into production by 2025. Remuneration will be paid by Total to Ignis as the projects develop.

This transaction follows the two agreements signed in February 2020 with Powertis and Solarbay Renewable Energy to develop nearly 2 GW of solar projects; and the acquisition last May from Energias de Portugal of its portfolio of 2.5 million residential customers and two gas-fired combined cycle power plants (850 MW).

- This operation brings to more than 5 GW its portfolio of solar projects under development in Spain by 2025 and positions the Group as a major player in the country's energy transition, contributing to Spain's ambition to generate 70% of its electricity from renewables by 2030 and then 100% by the middle of the century.
- This solar power portfolio will enable the Group to cover all the electricity consumption of its industrial sites in Europe by 2025: to do this, the Group will purchase nearly 6 TWh per year of green electricity generated by its Spanish solar sites through a power purchase agreement covering more than 3 GW of solar farms. This will be the largest corporate PPA in the world. Thanks to its electricity trading capabilities, the Group will thus be able to supply all its European sites with competitive green electricity, in line with its objective of carbon neutrality. Scope 2 greenhouse gas emissions will thus be reduced by almost 2 million tons per year.”

The following is added under a new heading “United Kingdom: Total Acquires London’s Largest Electric Vehicle Charge Points Network” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“United Kingdom: Total Acquires London’s Largest Electric Vehicle Charge Points Network

London, 29 September 2020 – Total has signed the acquisition of “Blue Point London” from the Bolloré Group. With this transaction, Total is taking over the management and operation of Source London, the largest electric vehicle charging network citywide, which includes more than 1,600 on-street charge points.

Launched in 2010, the current Source London network has been developed in cooperation with the London Boroughs and currently represents more than half of the charge points in operation in the capital city. Source London growth perspectives are supported by the City of London’s ambition to be a zero carbon city by 2050, notably with the aim of increasing tenfold the number of charge points within five years.

Total is also committed to powering this charging network with electricity 100% guaranteed from renewable sources, to be supplied by its subsidiary Total Gas & Power Limited.

Already active in the installation and operation of charge points networks in the Metropolitan Region Amsterdam (Netherlands) and the Brussels-Capital Region (Belgium), this acquisition in the United Kingdom reinforces Total’s position as a key player in electric mobility in Europe. The Group is thereby pursuing its development in major European cities, in line with its ambition of operating more than 150,000 electric vehicle charge points by 2025.

This transfer of activities will have no impact for the current users of the Source London service. This transaction should be closed by the end of the year.”

The following is added under a new heading “2020 Strategy & Outlook Presentation” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“2020 Strategy & Outlook Presentation

Paris, 30 September 2020 – Patrick Pouyanné, Chairman and CEO, will present Total’s Strategy & Outlook in Paris today.

Key messages of the presentation include:

Increasing energy while decreasing carbon

Growing energy demand and getting to Net Zero are the two global trends underpinning the Total Energy Outlook and thus the evolutions of the energy markets that Total integrates into its strategy.

Total’s strategy aims to transform itself into a broad energy company by profitably growing energy production from LNG and electricity, the two fastest growing energy markets, aiming to create long term value for its shareholders. In the next decade, Total’s energy production is expected to grow by one third, roughly from 3 to 4 Mboe/d, half from LNG, half from electricity, mainly from renewables. The Group plans to progressively scale up profitable investments in renewables and electricity from \$2 billion to \$3 billion per year representing more than 20% of capital investments.

Total confirms its ambition to get to Net Zero by 2050 together with society for its global business (Scope 1+2+3). On its way to carbon neutrality in Europe by 2050, Total plans to reduce the Scope 3 emissions of its European customers by 30%, in absolute value, by 2030. This decrease in Europe allows Total to take the new commitment to reduce the absolute level of the worldwide Scope 3 emissions of its customers in 2030 compared to 2015. In the next decade, oil products sales from Total are expected to diminish by almost 30% and Total’s sales mix is expected to become 30% oil products, 5% biofuels, 50% gases, 15% electrons.

Increasing energy in gases...

Total LNG sales are expected to reach 50 Mt/y by 2025 and double over 2020-30, creating value from scale, arbitrage and integration along the value chain. Cash-flow from integrated LNG business are anticipated to grow by 40% to more than \$4 billion in 2025 at \$50/b. Decarbonizing natural gas with biogas and hydrogen as well as continuing to reduce methane emissions will contribute to Total’s climate ambition.

... in electrons ...

Developing an integrated business model from production to sales through storage and trading, Total is targeting 50 TWh of net production and 80 TWh of sales to 9 million customers by 2025. Building on the strong dynamic in 2020, Total plans to grow as a world leader in renewables, raising its objective to 35 GW gross capacity in 2025 (70% already in portfolio), and has the ambition to add around 10 GW per year beyond, as it managed to do in 2020.

Renewables and electricity are expected to deliver a cash flow of more than \$1.5 billion per year by 2025.

... and privileging value over volume in oil

Total will focus on low cost oil projects, privileging value over volume and develop its portfolio of oil projects, all with profitability above 15% at \$50/b, while ensuring consistency for Capex allocation with climate ambition.

Adapting energy sales to market evolution and engaging in the mobility revolution

As recently demonstrated with the Lindsey refinery divestment and the transformation of Grandpuits refinery into a zero oil platform, Total will adapt refining capacity and sales to demand, particularly in Europe. In the same time, it will further increase its biofuels productions and sales as demand for such renewable products is supported by policies aiming to get to Net Zero. Renewable diesel production is expected to reach more than 2 Mt/y by 2025.

The Group also plans to commit more than \$1 billion over the next ten years to the e-mobility revolution by investing in battery manufacturing and EV charging with a target of 150,000 charge points by 2025.

Resilience & Growth underpinning compelling investment case

In the current uncertain environment, Total remains focused on what it controls and specifically on the pillars that enable the Group to resist the crisis: HSE, delivery, costs and cash, with a view to continuously improve its organic breakeven below \$25/boe. Discipline and flexibility will be maintained on capital investments with \$13 billion - \$16 billion over 2022-2025 assuming an oil price between 50 and \$60/b. Considering the short-term uncertainty and low price environment, capital investment for 2021 are expected to be under \$12 billion. Cost reduction efforts will be accelerated and increased to \$2 billion by 2023.

Accelerating its shift toward low carbon businesses while growing its Upstream production by around 2% per year between 2019 and 2025, mainly over 2022-2025, the Group anticipates a cash flow growth of \$5 billion by 2025 and a ROE greater than 10% in a \$50/b environment.

Based on this outlook and given the resilience shown by the Group, the Board reaffirms its confidence in the Group's fundamentals and confirms that the dividend is supported at \$40/b. Beyond serving the dividend, priority will be given to bringing gearing below 20%. Furthermore, the Board is convinced that Total, with its strategy to become a multi-energy company while offering a high yield dividend, is a compelling investment case supporting stock rerating."

The following is added under a new heading "Renewables: Total Enters The Floating Offshore Wind Sector In France" in the section entitled "*Recent Developments*" of the Debt Issuance Programme Prospectus:

"Renewables: Total Enters The Floating Offshore Wind Sector In France

Paris, 7 October 2020 – Total becomes a 20% shareholder in the Eolmed floating wind farm pilot project, located in the Mediterranean, off the coast of Gruissan and near Port-La-Nouvelle (Occitan region).

Attributed in July 2016, this 30 megawatts (MW) project will accelerate the development of a floating wind technology. Together with Qair, the historical developer and majority shareholder of the project, and its local partners, Total brings its experience in the conception, deployment and exploitation of offshore installations throughout their life cycle.

Total is thus continuing to reinforce its position in the emerging sector of floating offshore wind, in which it wants to be one of the world leaders. Today, the Group is present in South Korea with a portfolio of 2 gigawatts and in the United Kingdom with the 100 MW Erebus project, which has just been granted exclusive development rights for its area."

The following is added under a new heading "India: Total Strengthens Its Partnership With Adani in Renewable Energies" in the section entitled "*Recent Developments*" of the Debt Issuance Programme Prospectus:

“India: Total Strengthens Its Partnership With Adani in Renewable Energies

Paris, 15 October 2020 – In April 2020, Total and AGEL, a renewable energy subsidiary of the Adani Group, formed a joint venture to which AGEL contributed a portfolio of 2.1 GW of solar power plants. As part of an option provided for in the initial contract for the formation of the joint venture, Total and AGEL agreed to extend this portfolio from 2.1 to 2.3 GW with the addition of new solar farms.”

The following is added under a new heading “France: TOTAL obtains 20% of the volumes of the latest national solar tender – more than 600 MW of projects awarded in France” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“France: Total Obtains 20% of the Volumes of the Latest National Solar Tender – More than 600MW of Projects Awarded in France

Paris, 27 October 2020 – Total, through Total Quadran, a wholly-owned affiliate dedicated to developing and producing renewable energy in France, was awarded 67 megawatt-peak (MWp) of solar projects representing 20% of the volumes awarded in the eighth period of the CRE (French Energy Regulatory Commission) call for tenders. Total is thus consolidating its position as France's second-largest solar developer with 606 MW of projects in all the sections of the calls for tenders.

Most of the awarded sites will be developed on repurposed sites such as quarries and former industrial sites. Three of these projects are part of the solarisation program for Total Group sites.”

The following is added under a new heading “South Africa: Total Makes Second Significant Gas Condensate Discovery” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“South Africa: Total Makes Second Significant Gas Condensate Discovery

Paris, 28 October 2020 – Total has made a significant gas condensate discovery on the Luiperd prospect, located on Block 11B/12B in the Outeniqua Basin, 175 kilometers off the southern coast of South Africa. This discovery follows the adjacent play opening Brulpadda discovery in 2019, which proved a significant new petroleum province in the region.

The Luiperd well was drilled to a total depth of about 3,400 meters and encountered 73 meters of net gas condensate pay in well-developed good quality Lower Cretaceous reservoirs. Following a comprehensive coring and logging program the well will be tested to assess the dynamic reservoir characteristics and deliverability.

The Block 11B/12B covers an area of 19,000 square kilometers, with water depths ranging from 200 to 1,800 meters. It is operated by Total with a 45% working interest, alongside Qatar Petroleum (25%), CNR international (20%) and Main Street, a South African consortium (10%).”

The following is added under a new heading “Appointment of Employee Representatives on the Board of Directors” in the section entitled “*Recent Developments*” of the Debt Issuance Programme Prospectus:

“Appointment of Employee Representatives on the Board of Directors

Paris, 29 October 2020 – The Board of Directors of Total also took note of the appointment by the Central Social and Economic Works Council on 14 June 2020 of Mr. Romain Garcia-Ivaldi as a director of Total, the term of Mrs. Christine Renaud having expired at the conclusion of the Shareholders' Meeting on 29 May 2020. It also took note of the appointment on 14 October 2020 by the SE Committee, known as the Total European Committee, of Mr. Angel Pobo as a director of Total. Pursuant to Article 11 of Total's articles of association, the terms of Mr. Romain

Garcia-Ivaldi and Mr. Angel Pobo will expire at the close of the Shareholders' Meeting called in 2023 to approve Total's financial statements for the fiscal year 2022. As the Board of Directors of Total also includes a member representing employee shareholders, it is now composed of thirteen members, including three employees of Total. The business address of each of the members of the Board of Directors is the registered address of Total."

The following is added under a new heading "Third Quarter 2020 Results" in the section entitled "*Recent Developments*" of the Debt Issuance Programme Prospectus:

"Third Quarter 2020 Results

Paris, 30 October 2020 – After a second quarter in which the Group faced exceptional circumstances with oil prices falling below \$20/b and a very strong slowdown of global activity linked to the health crisis, the Group benefited during the third quarter from a more favorable environment, with oil prices above \$40/b thanks to strong OPEC+ discipline as well as the demand recovery for petroleum products for road transportation. However, the environment was mixed with low natural gas prices and severely depressed refining margins due to excess production capacity relative to demand and high inventories.

In this context, the Group is once again demonstrating its resilience thanks to its integrated model, by generating cash flow (DAFC) of more than \$4 billion, conforming to forecasts with a \$40/b crude price, and reducing gearing to less than 22%, given its investment and cost discipline. Adjusted net income was close to \$850 million, and the organic breakeven remained below \$25/b.

Upstream carries the Group's results with adjusted net operating income of \$1.1 billion, notably thanks to low production costs of \$5/boe, despite lower LNG prices and production. Given the strict discipline with which OPEC+ has implemented quotas and the lack of production in Libya until October 2020, the Group now anticipates full-year 2020 production below 2.9 Mboe/d.

In Downstream, Refining faced losses while Petrochemicals resisted, and Marketing & Services generated net operating income of more than \$400 million, better than in the third quarter 2019. Following the announcement of the sale of the Lindsey refinery in the United Kingdom in July, the Group continued to adapt its European refining with the conversion of Grandpuits in France to a zero-oil platform that will produce biofuels and bioplastics.

During the quarter, the Group accelerated the implementation of its renewable energy strategy, notably by acquiring a 3.3 GW solar portfolio in Spain and taking positions in floating offshore wind in South Korea and France. In addition to the gross renewable installed capacity of 5.1 GW at the end of the third quarter, the Group is developing a portfolio of 19 GW of projects, of which 9 GW already benefit from long-term power purchase agreements.

Confident in the fundamentals of the Group, the Board of Directors confirmed the third interim dividend payment maintained at €0.66 per share and reaffirmed its support in a context of \$40/b, particularly in view of the results this quarter."

The following is added under a new heading "Electric Mobility in Germany: Total Acquires Charging Solutions and Becomes The Operator of a Network of 2,000 EV Charge Points" in the section entitled "*Recent Developments*" of the Debt Issuance Programme Prospectus:

"Electric Mobility in Germany: Total Acquires Charging Solutions and Becomes The Operator of a Network of 2,000 EV Charge Points

Berlin, 12 November 2020 – Total finalized the acquisition from the Viessmann group of Charging Solutions, the subsidiary specialized in Electric Vehicle charging infrastructure of its affiliate Digital Energy Solutions (DES). With this transaction, Total becomes the operator in Germany of a network of a 2,000 charge points installed at private businesses' locations, including some of which are accessible to the general public.

Total also reinforces its technical and commercial competencies in the fields of installation, operation and management of charging networks dedicated to fleets and companies. Based in Munich, this new entity of Total Deutschland will pursue its development by offering complete solutions for electric charging, including consulting, planification, installation and invoicing of charging services. Fleet managers will also benefit from adapted solutions for their employees' home charging of companies' cars.

The integration of Charging Solutions to the Group's German affiliate, Total Deutschland, is effective since 1st November 2020. This transfer of activities will have no impact on the customers nor on the existing partners of Charging Solutions.”

GENERAL INFORMATION

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

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

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

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

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

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

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

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

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

The auditors of Total Capital are Ernst & Young Audit and KPMG Audit, a division of KPMG S.A., of 1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 and 2 Avenue Gambetta CS 60055 92066 Paris La Défense, respectively. They have audited and expressed unqualified opinions in the audit reports

they have issued on the financial statements of Total Capital as of and for the years ended 31 December 2018 and 31 December 2019. They have expressed an unqualified conclusion in the review report they have issued on the financial information as of and for the nine-month period ended 30 September 2020. The French auditors carry out their duties in accordance with the professional standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

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

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

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

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

TOTAL SE

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie, Group Treasurer of Total SE
on 12 November 2020

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

TOTAL CAPITAL

2, place Jean Millier, 92078 Paris La Défense Cedex, France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital
on 12 November 2020

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

TOTAL CAPITAL CANADA LTD.

4700, 888-3rd Street S.W., Calgary, Alberta, T2P 5C5 Canada
Duly represented by: Antoine Larenaudie, President of Total Capital Canada
on 12 November 2020

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

TOTAL CAPITAL INTERNATIONAL

2, place Jean Millier, 92078 Paris La Défense Cedex France
Duly represented by: Antoine Larenaudie on behalf of Total Finance Corporate Services Limited,
Director of Total Capital International
on 12 November 2020

This Second Supplement to the Debt Issuance Programme Prospectus has been approved on 12 November 2020 by the AMF in its capacity as competent authority under Regulation (EU) 2017/1129.

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

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

This Second Supplement to the Debt Issuance Programme Prospectus has been given the following approval number: 20-553.