

Final Terms dated 3 June 2016

Thales

**Issue of Euro 600,000,000 0.750 per cent. Notes due June 2023
under the Euro 3,000,000,000 Global Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 20 May 2016 which constitutes a base prospectus for the purposes of Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms are available for viewing on the website of the *Autorité des marchés financiers* (www.amf-france.org) and copies may be obtained from the Issuer.

1.	Issuer	Thales
2.	(i) Series Number:	10
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	Euro 600,000,000
	(ii) Tranche:	Euro 600,000,000
5.	Issue Price:	99.742 per cent of the Aggregate Nominal Amount
6.	Specified Denominations:	Euro 100,000
7.	(i) Issue Date:	7 June 2016
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	7 June 2023
9.	Interest Basis:	0.750 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call Make-Whole Redemption by the Issuer Clean-up Call Option (further particulars specified below)

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| 13. | Date Board approval for issuance of Notes obtained: | 2 May 2016 and the <i>décision d'émission</i> dated 31 May 2016 |
| 14. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 0.750 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Dates: | 7 June in each year commencing on 7 June 2017 and ending on 7 June 2023 |
| | (iii) Fixed Coupon Amount: | Euro 750 per Note of Euro 100,000 Specified Denomination |
| | (iv) Broken Amount: | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Fixed Interest Dates: | 7 June in each year |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Call Option | Applicable |
| | (i) Optional Redemption Date(s): | Any date from and including 7 April 2023 to but excluding the Maturity Date |
| | (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
| | (iii) Partial redemption: | Applicable |
| | (iv) If redeemable in part: | |
| | (a) Minimum Redemption Amount: | Not Applicable |
| | (b) Maximum Redemption Amount: | Not Applicable |
| | (v) Notice period: | As set out in the Conditions |
| 19. | Put Option | Not Applicable |
| 20. | Make-whole Redemption | Applicable |
| | (i) Parties to be notified by Issuer of Make-whole Redemption Date and Make-whole Redemption Amount (if other than set out in Condition 11(f)): | Not Applicable |

(ii)	Make-whole Redemption Margin:	0.15 per cent.
(iii)	Discounting basis for purposes of calculating sum of the present values of the remaining scheduled payments of principal and interest on Redeemed Notes in the determination of the Make-whole Redemption Amount:	Annual
(v)	Reference Security:	DBR 1.50 per cent. Notes due May 2023 (ISIN: DE0001102317)
(vi)	Reference Dealers:	BNP Paribas Crédit Agricole Corporate & Investment Bank HSBC Bank plc Société Générale
(vii)	Quotation Agent:	BNP Paribas Securities Services, Luxembourg Branch
21.	Clean-up Call Option	Applicable
22.	Final Redemption Amount of each Note	Euro 100,000 per Note of Euro 100,000 Specified Denomination
23.	Early Redemption Amount (taxation reasons) or Early Termination Amount	
	Early Redemption Amounts of each Note payable on redemption for taxation reasons or Termination Amounts payable on an event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25.	New Global Note form:	Yes
26.	Additional Financial Centre(s) or other special provisions relating to Payment Business Days:	Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable

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| 28. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 29. | Consolidation provisions: | Not Applicable |

DISTRIBUTION

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| 30. | (i) If syndicated, names of Managers: | <p>BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom</p> <p>Crédit Agricole Corporate & Investment Bank
9, quai du Président Paul Doumer
92920 Paris
La Défense Cedex
France</p> <p>HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom</p> <p>Société Générale
29, boulevard Haussmann
75009 Paris
France</p> <p>Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany</p> <p>Mitsubishi UFJ Securities International plc
Ropemaker Place, 25 Ropemaker Street
London EC2Y 9AJ
United Kingdom</p> |
| | (ii) Stabilising Manager: | Not Applicable |
| 30. | If non-syndicated, name of Dealer: | Not Applicable |
| 31. | US Selling Restrictions: | Reg. S Category 2. TEFRA D |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris and their admission to trading on the Regulated Market of the Euronext Paris of the Notes described herein pursuant to the Euro 3,000,000,000 Global Medium Term Note Programme of Thales.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: JEAN-CLAUDE CLIMEAU

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: Euro 10,000 (including AMF fees)

2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard & Poors Credit Market Services Europe Limited: BBB+

Moody's Investors Service Limited: A2

Standard & Poors Credit Market Services Europe Limited, a member of the McGraw Hill Companies Inc. and Moody's Investors Service Limited are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the **CRA Regulation**).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Estimated total expenses: Euro 10,000 (including AMF fees)

5. YIELD

Indication of yield: 0.788 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: XS1429027375

Common Code: 142902737

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "Yes" simply means that the

Notes are intended upon issue to be deposited with a common safekeeper for Euroclear and Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of all Eurosystem eligibility criteria.

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking société anonyme and the relevant identification number: Not Applicable

Delivery: Delivery against payment

Names and addresses of Initial Paying Agents: BNP Paribas Securities Services, Luxembourg Branch
60, avenue J.F. Kennedy
L-2085 Luxembourg
Luxembourg

Names and addresses of additional Paying Agent (if any): BNP Paribas Securities Services
Les Grandes Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France