

## Final Terms dated 18 March 2013

## Thales

## Issue of Euro 300,000,000 2.250 per cent. Notes due 2021

## 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 24 October 2012, the first supplement to the Base Prospectus dated 4 March 2013 and the second supplement to the Base Prospectus dated 8 March 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (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 as so supplemented. The Base Prospectus, the supplements to the Base Prospectus and the Final Terms are available for viewing on the website of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and copies may be obtained from the Issuer.

1.	Issuer	Thales
2.	(i) Series Number:	9
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	Euro 300,000,000
	(ii) Tranche:	Euro 300,000,000
5.	Issue Price:	99.322 per cent of the Aggregate Nominal Amount
6.	Specified Denominations:	Euro 100,000
7.	(i) Issue Date:	20 March 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	19 March 2021
9.	Interest Basis:	2.250 % 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:	Not Applicable
13.	Date Board approval for issuance of Notes obtained:	20 December 2012 and the <i>décision d'émission</i> dated 13 March 2013

14. Method of distribution: Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 2.250 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Dates: 19 March in each year commencing on 19 March 2014 and ending on 19 March 2021. There will be a short first coupon in respect of the first Interest Period from, and including, the Interest Commencement Date to, but excluding, the first Interest Payment Date. Not adjusted
  - (iii) Fixed Coupon Amount: Euro 2,250 per Note of Euro 100,000 Specified Denomination subject to Broken Amount referred to in sub-paragraph (iv) below
  - (iv) Broken Amount: Short first coupon from and including the Interest Commencement Date to but excluding the first Interest Payment Date amounting to Euro 2,243.84 per Note of Euro 100,000 Specified Denomination
  - (v) Day Count Fraction: Actual/Actual (ICMA)
  - (vi) Fixed Interest Dates: 19 March in each year
16. **Floating Rate Note Provisions** Not Applicable
17. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18. **Call Option** Not Applicable
19. **Put Option** Not Applicable
20. **Final Redemption Amount of each Note** Euro 100,000 per Note of Euro 100,000 Specified Denomination
21. **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**

- |     |                                                                                                                   |                                                                                                                                                                                                           |
|-----|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 22. | Form of Notes:                                                                                                    | <b>Bearer Notes:</b><br><br>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 |
| 23. | New Global Note form:                                                                                             | Yes                                                                                                                                                                                                       |
| 24. | Additional Financial Centre(s) or other special provisions relating to Payment Business Days:                     | Not Applicable                                                                                                                                                                                            |
| 25. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No                                                                                                                                                                                                        |
| 26. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:        | Not Applicable                                                                                                                                                                                            |
| 27. | Redenomination, renominatisation and reconventioning provisions:                                                  | Not Applicable                                                                                                                                                                                            |
| 28. | Consolidation provisions:                                                                                         | Not Applicable                                                                                                                                                                                            |

## **DISTRIBUTION**

- |     |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 29. | (i) If syndicated, names of Managers: | <p>BNP Paribas<br/>10 Harewood Avenue<br/>London NW1 6AA<br/>United Kingdom</p> <p>Deutsche Bank AG, London Branch<br/>Winchester House<br/>1 Great Winchester Street<br/>London EC2N 2DB<br/>United Kingdom</p> <p>HSBC Bank plc<br/>8 Canada Square<br/>London E14 5HQ<br/>United Kingdom</p> <p>Société Générale<br/>Tours Société Générale<br/>17 Cours Valmy<br/>92987 Paris La Défense Cedex<br/>France</p> <p>Citigroup Global Markets Limited<br/>Citigroup Centre<br/>Canada Square<br/>Canary Wharf<br/>London E14 5LB<br/>United Kingdom</p> <p>Crédit Agricole Corporate &amp; Investment Bank</p> |
|-----|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

9, quai du Président Paul Doumer  
92920 Paris  
La Défense Cedex  
France

Natixis  
30, avenue Pierre-Mendès France  
75013 Paris  
France

- (ii) Stabilising Manager: BNP Paribas
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-Marc Droit*

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 9,900

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Standard & Poors Credit Market Services Europe Limited: BBB+ Positive Outlook  
Moody's Investors Service Limited: A2 Negative Outlook

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 9,900

### 5. YIELD

Indication of yield: 2.344 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: XS0906792105

Common Code: 090679210

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

eligibility:	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 3, rue de Gasperich, Howald-Hesperange 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