

Final Terms dated 18 March 2013

Thales

Issue of Euro 500,000,000 1.625 per cent. Notes due 2018

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 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) and copies may be obtained from the Issuer.

1.	Issuer	Thales
2.	(i) Series Number:	8
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	Euro 500,000,000
	(ii) Tranche:	Euro 500,000,000
5.	Issue Price:	99.824 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:	20 March 2018
9.	Interest Basis:	1.625 % 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: 1.625 per cent. per annum payable annually in arrear
- (ii) Interest Payment Dates: 20 March in each year commencing on 20 March 2014 and ending on 20 March 2018. Not adjusted
- (iii) Fixed Coupon Amounts: Euro 1,625 per Note of Euro 100,000 Specified Denomination
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Fixed Interest Dates: 20 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: **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
23. New Global Note form: Yes
24. Additional Financial Centre or other special provisions relating to Payment Business Days: Not Applicable

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|-----|---|----------------|
| 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, renominalisation and reconventioning provisions: | Not Applicable |
| 28. | Consolidation provisions: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|---------------------------------------|---|
| 29. | (i) If syndicated, names of Managers: | <p>BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom</p> <p>Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom</p> <p>HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom</p> <p>Société Générale
Tours Société Générale
17 Cours Valmy
92987 Paris La Défense Cedex
France</p> <p>Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom</p> <p>Crédit Agricole Corporate & Investment Bank
9, quai du Président Paul Doumer
92920 Paris
La Défense Cedex
France</p> <p>Natixis
30, avenue Pierre-Mendès France
75013 Paris
France</p> |
| | (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 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 Drouot*

Duly authorised

A handwritten signature in black ink, appearing to be 'Jean-Marc Drouot', written over a horizontal line. The signature is stylized and somewhat cursive.

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 8,700 |

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 8,700

5. YIELD

Indication of yield: 1.662 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: XS0906792014

Common Code: 090679201

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
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