

Description of the share buy-back program following the decision of the Board of Directors on October 6, 2010 to implement a share buy-back program in accordance with the authorization given by the general meeting of shareholders dated May 19, 2010

Amsterdam, November 2, 2010 – The present document constitutes the description of the share buy-back program authorized by the general meeting of shareholders dated May 19, 2010 of Gemalto N.V. (“Gemalto”) (Euronext NL0000400653 GTO) and which the Board of Directors on October 6, 2010 has decided to implement. The present document has been established in accordance with articles 241-1 and the following of the General Regulations of the French Autorité des marchés financiers.

1° Date of the general meeting of shareholders having authorized the share buy-back program:

The share buy-back program has been authorized by the general meeting of shareholders of Gemalto on May 19, 2010. The implementation of the program has been decided by the Board of Directors on October 6, 2010.

2° Overview of objectives for which shares have been bought back as per October 31, 2010

As per October 31, 2010, Gemalto owns:

- 78,250 shares with the objective to animate the secondary market;
- 4,091,206 shares with the objective to grant shares to employees;
- 853,921 shares with the objective to fund external growth.

Summary of the main characteristics
of the share buy-back program

<p>Issuer: Gemalto, a company incorporated under Dutch law whose shares are listed on the compartment A of the Eurolist of Euronext Paris.</p>
<p>Securities: Gemalto shares (ISIN code NL0000400653).</p>
<p>Maximum percentage of the share capital, maximum number and characteristics of the securities that Gemalto proposes to buy back:</p> <p>The securities that Gemalto proposes to buy-back are exclusively shares.</p> <p>The Board of Directors of Gemalto, pursuant to a delegation of powers granted by the general meeting of shareholders on May 19, 2010, authorized the acquisition of a maximum of 10% of the issued share capital on the date on which such share capital is considered.</p> <p>On the basis of the 5,023,377 shares held by Gemalto on October 31, 2010 and of the aggregate par value of its current issued share capital, Gemalto may acquire a maximum of 3,778,207, the aggregate par value of which shall not be in excess of 10% of the issued share capital.</p>
<p>Maximum acquisition price per share: the lesser of (i) €45, (ii) the higher of the price of the last independent trade and the highest current independent bid on Eurolist by Euronext Paris at the time of the buy-back, (iii) 110% of the average closing share price of the Gemalto share on Eurolist by Euronext Paris during the last five trading days preceding the buy-back.</p>
<p>Minimum acquisition price per share: the nominal value of the Gemalto share (that is €1 per share).</p>
<p>Objectives of the program:</p> <ul style="list-style-type: none"> (i) Implementation of a program to animate the secondary market of Gemalto shares and to provide liquidity, such objectives being carried out by an investment services provider pursuant to a liquidity agreement complying with the charter of ethics approved by the French Autorité des marchés financiers; and (ii) Granting of Gemalto shares to employees under the terms and arrangements provided by law, including under the Gemalto Global Equity Incentive Plan and the Gemalto Global Equity Share Purchase Plan; and (iii) Cancellation of the shares acquired for the purpose of reduction of the Company's issued share capital, under the terms and arrangements provided by law, the Company's Articles of Association and by the resolutions adopted by the General Meeting of Shareholders; and (iv) Funding of external growth through payment for acquisitions in Gemalto shares, to the extent permitted by Dutch law and other applicable laws, and the Company's Articles of Association; and (v) Coverage of financial instruments issued by Gemalto giving access, by any means, immediately or in the future, to Gemalto shares, as well as to carry out all hedging as a result of the obligations of Gemalto related to such financial instruments, and particularly debt financial instruments exchangeable into equity instruments.
<p>Duration of the program: as from the date of this publication, until November 18, 2011 (included).</p>

Declaration of the issuer of the situation as per October 31, 2010
of the realized transactions in shares since November 4, 2009*

Percentage of capital owned directly or indirectly:	5.71%
Number of shares cancelled since 24 months:	0
Number of shares owned:	5,023,377
Book value of the shares owned**:	133,384,054.23 €
Market value of the shares owned:	164,364,895.44 €

* Date of publication of the details of the current share buy-back program.

** Value determined according to the method «first in / first out».

	Aggregate gross flows		Opening positions as per October 31, 2010			
	Purchase	Sale / Transfers	Opening position at purchase		Opening positions at sale	
			Calls purchased	Future purchase	Calls sold	Future sale
Number of shares	3,563,060	3,860,674				
Average maximum expiration date	-	-	-	-	-	-
Average price of the transaction (in €)	30.02	24.20	-	-	-	-
Average exercise price (in €)	-	-	-	-	-	-
Total amounts (in €)	106,980,250.12	93,429,001.86	-	-	-	-

Gemalto did not use any derivatives during the previous share buy-back program and does not own any opening position in derivatives as per October 31, 2010.

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Gemalto (Euronext NL 0000400653 GTO) is the world leader in digital security with 2009 annual revenues of €1.65 billion, and over 10,000 employees operating out of 75 offices, with research and service centers in 41 countries.

Gemalto is at the heart of our evolving digital society. The freedom to communicate, travel, shop, bank, entertain, and work—anytime, anywhere—has become an integral part of what people want and expect, in ways that are convenient, enjoyable and secure.

Gemalto delivers on the growing demands of billions of people worldwide for mobile connectivity, identity and data protection, credit card safety, health and transportation services, e-government and national security. We do this by supplying to governments, wireless operators, banks and enterprises a wide range of secure personal devices, such as subscriber identification modules (SIM), Universal Integrated Circuit Cards (UICC) in mobile phones, smart banking cards, smart card access badges, electronic passports, and USB tokens for online identity protection. Moreover Gemalto delivers on emerging applications related to the 'Internet of things' by supplying wireless modules and machine identification modules (MIM) for machine-to-machine communication. To complete these solutions we also provide software, systems and services to help our customers achieve their goals.

As the use of Gemalto's software and secure devices increases with the number of people interacting in the digital and wireless world, the company is poised to thrive over the coming years.

For more information please visit www.gemalto.com.