STATEMENT ABOUT ARTICLES OF ASSOCIATION

Raoul Anton Hagens deputising for Joyce Johanna Cornelia Aurelia Leemrijse, civil law notary in Amsterdam, the Netherlands,

hereby declares:

the attached document is a fair English translation of the Articles of Association of:

Gemalto Holding B.V.,
having its official seat in Amsterdam,

as they read after execution of the deed of amendment on 12 June 2019 before a deputy of J.J.C.A. Leemrijse, civil law notary aforementioned.

Gemalto Holding B.V. is a private limited liability company under Dutch law ('besloten vennootschap met beperkte aansprakelijkheid'), having its office address at Barbara Strozzielaan 382, 1083 HN Amsterdam and registered in the Commercial Register under number 27255026.

In preparing the attached document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will by law govern.

In the attached document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Amsterdam, 12 June 2019.

[Signature]

mr. J.J.C.A. Leemrijse
notaris te Amsterdam

AMCO:900376.1
ARTICLES OF ASSOCIATION
DEFINITIONS AND INTERPRETATION

Article 1.

1.1 In these articles of association the following definitions shall apply:
Board The board of directors of the Company.
Board Rules The internal rules applicable to the Board, as drawn up by the Board.
Chief Executive Officer The Company's chief executive officer.
Company The legal entity to which these articles of association relate.
DCC The Dutch Civil Code (Burgerlijk Wetboek).
Director A member of the Board.
Executive Director An executive Director.
General Meeting The body formed by Persons with Meeting Rights, or a meeting of Persons with Meeting Rights.
Group Company A legal entity or partnership with which the Company forms an economic and organisational unit.
Meeting Rights The right to attend and address a General Meeting, whether in person or represented by the holder of a written proxy.
Non-Executive Director A Director other than an Executive Director.
Person with Meeting Rights A Shareholder, a usufructuary (vruchtgebruiker) with voting rights and/or Meeting Rights, or a pledgee with voting rights and/or Meeting Rights.
Shareholder A holder of shares in the capital of the Company.
Simple Majority More than fifty percent (50%) of the votes cast.
Subsidiary A legal entity in whose general meeting the Company or one or more of its subsidiaries can, whether by virtue of an agreement with other persons with voting rights or otherwise and whether acting alone or together, exercise more than fifty percent (50%) of the voting rights, and any other legal entities and partnerships that are designated as such by the DCC.

1.2 Terms that are defined in the singular shall have the corresponding meaning in the plural and vice versa.

1.3 The term "written" or "in writing" shall also include the use of electronic means of communication.

NAME AND SEAT

Article 2.

2.1 The name of the Company is Gemalto Holding B.V.

2.2 It has its corporate seat at Amsterdam.
OBJECTS
Article 3.
The objects of the Company are to:
(a) manufacture, import, export, sell, distribute, lease, trade, market, and to advise with respect to such products and/or services that are or may become of interest to the Company;
(b) take an interest in, finance, and conduct the management of business enterprises which in particular are involved in pharmaceutical development and manufacturing of whatever nature as well as any other commercial activity;
(c) raise funds by way of securities, bank loans, bond issues, notes and other debt instruments and to borrow in any other way, to lend, to provide guarantees, including guarantees for debts of other persons, and in general to render services in the fields of trade and finance;
(d) invest in securities, savings certificates and other financial instruments;
(e) render administrative, technical, financial, economic or managerial services to other companies, persons or enterprises;
(f) provide services for its own account as well as for the account of third parties; and
(g) to perform all acts in connection with the above or which may in the broadest sense be desirable or conducive to these objects.

SHARES - CAPITAL
Article 4.
4.1 The nominal value of each share shall be one euro (EUR 1).
4.2 The shares shall be registered shares and shall be numbered consecutively, starting from 1.
4.3 At least one share must be held by a party other than, and not on behalf of, the Company or any of its Subsidiaries.

SHARES - REGISTER
Article 5.
5.1 The Board shall keep a register setting out the names and addresses of all Shareholders, usufructuaries and pledgees.
5.2 Shareholders and others whose particulars must be set out in the register shall provide the Board with the necessary particulars in a timely manner.
5.3 All notifications and notices convening meetings shall be sent to Persons with Meeting Rights at the addresses set out in the register.

SHARES - ISSUE
Article 6.
6.1 Shares may only be issued by the Company pursuant to a resolution of the General Meeting.
6.2 Article 6.1 shall apply mutatis mutandis where rights to subscribe for shares are granted, but shall not apply where shares are issued to a person exercising an existing right to subscribe for shares.

SHARES - PAYMENT
Article 7.
7.1 The full nominal value of each share shall be paid up upon subscription for that share. It may be stipulated that all or part of the nominal value need not be paid up until after a certain period of time or until the Company has called for payment.

7.2 The Board may perform juristic acts (rechtshandelingen) in respect of non-cash contributions for shares without the prior approval of the General Meeting.

SHARES - OWN SHARES
Article 8.
8.1 The acquisition by the Company of shares in its own capital shall be decided on by the Board. The acquisition by the Company of shares in its own capital which have not been fully paid up shall be null and void.

8.2 Except where it acquires such shares for no consideration, the Company may not acquire fully paid-up shares in its own capital if the shareholders' equity less the acquisition price is less than the reserves which must be maintained by law, or if the Board knows or should reasonably foresee that, following the acquisition, the Company will be unable to continue paying its due and payable debts.

8.3 The preceding provisions of Article 8 shall not be applicable to shares acquired by the Company by universal succession (onder algemene titel).

SHARES - TRANSFER
Article 9.
9.1 The issue or transfer of a share or the creation of a limited right (beperkt recht) in respect of a share shall require a deed to that effect executed before a civil law notary practising in the Netherlands and to which the persons involved are parties.

9.2 The transfer of a share or the creation of a limited right in respect thereof in accordance with Article 9.1 shall also, by operation of law, have effect vis-à-vis the Company. Unless the Company itself is a party to the transaction, the rights attached to the relevant share may not be exercised until the Company has acknowledged the transaction or been served with the deed.

SHARES - TRANSFERABILITY
Article 10.
10.1 The transfer of shares shall – in all cases and without exception – require the approval of the Board.
10.2 The transfer must take place within three months after the Board's approval has been granted or is deemed to have been granted.

10.3 The Board's approval will be deemed to have been granted:
(a) if no decision has been taken within one month of a request to that effect; or
(b) if the decision in which the approval is denied does not contain the name(s) of one or more potential acquirers who are willing to purchase, in cash, the shares to which the request for approval related.

10.4 If the requesting party accepts the potential acquirer(s) referred to in Article 10.3(b), and the parties are unable, within two months after the acceptance, to agree on the price to be paid for the share(s), the price shall be determined by one or more independent experts to be designated by the requesting party and potential acquirer(s) by mutual agreement.
If the parties have failed to reach agreement or the appointment of the expert(s) within one month of the end of the period referred to in the preceding sentence, any of the parties may apply to the president of the district court in whose district the Company has its corporate seat for the appointment of three independent experts.

10.5 Potential acquirers shall be free to withdraw at any time, provided they do so within fourteen days of being notified of the outcome of the price determination referred to in Article 10.4. If, following one or more such withdrawals, not all the shares are sold:
(a) because all of the potential acquirers have withdrawn; or
(b) in the event that some of the potential acquirers have withdrawn, because the others have not, within six weeks of the notification referred to above, declared their willingness to acquire the shares that have become available, in accordance with the allocation criteria indicated by the Board,
the requesting party shall be free to transfer all of the shares to which the request for approval related, provided the transfer takes place within three months after the above has been established.

10.6 The requesting party shall have the right to withdraw at any time, provided he does so within one month of being definitively informed of the identity of the potential acquirers to whom he can sell the shares to which the request for approval related, and of the selling price.

10.7 The Company may only be a potential acquirer under the provisions of Article 10 with the consent of the requesting party.

SHARES - USUFRACT, PLEDGE AND DEPOSITARY RECEIPTS
Article 11.
11.1 The voting rights attached to shares which are subject to a usufruct or pledge shall be vested in the relevant Shareholder.

11.2 Notwithstanding Article 11.1 and subject to what is provided in, respectively, Section 2:197 DCC and Section 2:198 DCC, a usufructuary or pledgee shall have voting rights if this has been stipulated when the relevant limited right was created or if this has been agreed at a subsequent time.

11.3 Usufructuaries and pledgees without voting rights shall not have Meeting Rights, unless the contrary is stipulated upon the creation or transfer of the relevant usufruct or, respectively, the creation or transmission (overgang) of the relevant pledge and this is approved by the Board.

11.4 No Meeting Rights shall be attached to depositary receipts for shares.

**BOARD - APPOINTMENT, SUSPENSION, REMOVAL AND REMUNERATION**

**Article 12.**

12.1 The Company has a Board consisting of:

(a) one or more Executive Directors, being primarily charged with the Company's day-to-day operations; and

(b) one or more Non-Executive Directors, being primarily charged with the supervision of the performance of the duties of the Directors.

The Board shall be composed of individuals.

12.2 The Board shall determine the number of Executive Directors and the number of Non-Executive Directors with due observance of Article 12.1.

12.3 In case only one Executive Director has been appointed, that Executive Director shall automatically be the Chief Executive Officer. If more than one Executive Director has been appointed, the Board shall elect one Executive Director to be the Chief Executive Officer. An Executive Director shall cease to be the Chief Executive Officer:

(a) automatically when he ceases to be an Executive Director; or

(b) upon his removal as Chief Executive Officer by the Board, provided that he shall subsequently continue his term of office as an Executive Director without having the title of Chief Executive Officer.

12.4 The Board may grant an Executive Director such additional titles as the Board deems appropriate.

12.5 The salary, the bonus, if any, and the other terms and conditions of employment of the Executive Director shall be determined by the Board. The remuneration, the bonus, if any, and the other compensation of Non-Executive Directors shall be determined by the General Meeting.
The Executive Director(s) shall not participate in the decision-making process (beraadslaging en besluitvorming) that involves the remuneration of the Executive Director(s).

12.6 The General Meeting shall appoint the Directors and may at any time suspend or remove any Director.

12.7 Where one or more Directors are no longer in office or are unable to act, the remaining Director(s) shall be provisionally charged with the entire management of the Company. Where all Directors or the only Director are/is no longer in office or are/is unable to act, the management shall be provisionally conducted by the person designated for that purpose by the General Meeting.

**BOARD - DUTIES, ORGANISATION AND DECISION MAKING**

Article 13.

13.1 The Board is charged with the management of the Company, subject to the restrictions contained in these articles of association. In performing their duties, Directors shall be guided by the interests of the Company and of the enterprise connected with it.

13.2 Where the Board consists of more than one Director, resolutions shall be passed – irrespective of whether this occurs at a meeting or otherwise – by a Simple Majority. Invalid votes and blank votes shall not be counted as votes cast.

13.3 In the event of a tie at a meeting of the Board, the General Meeting shall decide.

13.4 A Director may not participate in the deliberations and decision making of the Board on a matter in relation to which he has a direct or indirect personal interest which conflicts with the interests of the Company and of the enterprise connected with it. Where all Directors or the only Director have/has such a conflict of interest, the relevant decision shall nevertheless be taken by the Board.

13.5 Meetings of the Board can be held through audio or audiovisual communication facilities, unless a Director objects thereto.

13.6 Resolutions of the Board may, instead of at a meeting, be passed in writing, provided that all Directors are familiar with the resolution to be passed and none of them objects to this decision-making process.

13.7 The Board may draw up rules concerning its internal matters. The Directors may allocate their duties amongst themselves in or pursuant to the Board Rules or otherwise pursuant to resolutions adopted by the Board, provided that:

(a) the Executive Director(s) shall be charged with the Company's day-to-day operations;
(b) the task of supervising the performance of the duties of the Directors cannot be taken away from the Non-Executive Directors;
(c) the chairman must be a Non-Executive Director; and
(d) the making of proposals for the appointment of a Director and the determination of the remuneration of the Executive Director(s) cannot be allocated to an Executive Director.

13.8 The Board may determine in writing, in or pursuant to the Board Rules or otherwise pursuant to resolutions adopted by the Board, in each case by a unanimous vote passed by all Directors, that one or more Directors can validly pass resolutions in respect of matters which fall under his/their duties.

13.9 The Board shall require the approval of the General Meeting for such Board resolutions as the General Meeting shall have specified in a resolution to that effect and notified to the Board.

13.10 Failure to obtain the approval required under Article 13.9 shall not affect the powers of representation of the Board or Directors.

BOARD - REPRESENTATION
Article 14.

14.1 The Board is entitled to represent the Company.
14.2 The power to represent the Company also vests in the Chief Executive Officer and, where more than one Executive Director has been appointed, in each Executive Director individually.
14.3 The Company may also be represented by the holder of a power of attorney to that effect. If the Company grants a power of attorney to an individual, the Board may grant an appropriate title to such person.

BOARD - INDEMNIFICATION OF DIRECTORS.
Article 15.

15.1 Unless law provides otherwise, the following will be reimbursed to current and former Directors:

(a) the reasonable costs of conducting a defence against claims based on acts or failures to act in the exercise of their duties or any other duties currently or previously performed by them at the Company's request;

(b) any damages or fines payable by them as a result of an act or failure to act as referred to under a.; and

(c) the reasonable costs of appearing in other legal proceedings or investigations in which they are involved as current or former Directors, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.

15.2 There shall be no entitlement to reimbursement as referred to above if and
to the extent that:

(a) a Dutch court or, in the event of arbitration, an arbitrator has established in a final and conclusive decision that the act or failure to act of the person concerned can be characterised as wilful (opzettelijk) or grossly negligent (grote schuld) misconduct, unless law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness; or

(b) the costs or financial loss of the person concerned are covered by insurance and the insurer has paid out the costs or financial loss.

15.3 The reimbursements as referred to in Article 15.1 will be made immediately upon receipt of invoices or other documents evidencing the costs or other relevant payment obligations of the Director involved. If and to the extent that it has been established by a Dutch court or, in the event of arbitration, by an arbitrator in a final and conclusive decision that the person concerned is not entitled to reimbursement as referred to above, that person shall immediately repay the amount reimbursed by the Company.

15.4 The Company may by agreement or otherwise give further implementation to the above provisions of this Article 15.

GENERAL MEETINGS – CONVOCATION AND AGENDA

Article 16.

16.1 During each financial year at least one General Meeting must be held or at least one resolution passed in accordance with Article 19.1.

16.2 General Meetings shall also be held whenever such a meeting is convened by the Board.

16.3 General Meetings must be held in Amsterdam, Haarlemmermeer (Schiphol Airport), The Hague, Utrecht or Rotterdam.

16.4 A General Meeting must be convened by letters sent to Persons with Meeting Rights no later than on the eighth day prior to the day of the meeting.

16.5 A convening notice may, if the Person with Meeting Rights consents thereto, take the form of a legible and reproducible communication sent by electronic means to the address notified by him to the Company for this purpose.

16.6 Where the rules laid down by law or by these articles of association in relation to the place where meetings should be held, the convening of meetings or the drawing up of agendas have not been complied with, legally valid resolutions may still be passed provided that all Persons with Meeting Rights have consented to the place of the meeting or to a decision being made on the relevant matters, respectively, and provided that the Directors
have been afforded the opportunity to give their advice prior to the decision-making.

GENERAL MEETING - PROCEDURAL RULES

Article 17.
17.1 The General Meeting shall appoint its own chairman.
17.2 Directors shall, in that capacity, have an advisory vote at General Meetings.
17.3 The Board may decide that each Person with Meeting Rights is entitled, whether in person or represented by a person holding a written proxy, to participate in, address and (where applicable) exercise his voting rights at the General Meeting by electronic means of communication.
17.4 The Board may impose conditions on the use of electronic means of communication.

GENERAL MEETING - DECISION-MAKING

Article 18.
18.1 Each share shall give the right to cast one vote at General Meetings.
18.2 The Board may decide that votes cast before the General Meeting, but not earlier than on the thirtieth day before that of the meeting, by electronic means of communication shall be equated with those cast at the time of the meeting.
18.3 Unless a greater majority is required by law, all resolutions shall be passed by a Simple Majority. Invalid and blank votes shall not be counted as votes cast.

GENERAL MEETING - RESOLUTIONS WITHOUT HOLDING A MEETING

Article 19.
19.1 Shareholders may pass resolutions without holding a meeting provided that all Persons with Meeting Rights have consented to this manner of decision-making, which consent may be given electronically. The votes on such a resolution must be cast in writing.
19.2 The Directors must have been afforded the opportunity to give their advice prior to the decision-making referred to in Article 19.1.

FINANCIAL YEAR, ANNUAL ACCOUNTS

Article 20.
20.1 The financial year of the Company will coincide with the calendar year.
20.2 Each year, within five months after the end of the Company's financial year, unless this period is extended by a maximum of five months by the General Meeting on account of special circumstances, the Board shall prepare annual accounts and deposit them at the Company's office for inspection by the Shareholders. If the Company is required by law to prepare a management report, the Board shall, within the same period, also deposit
the management report for inspection by the Shareholders. The annual accounts shall be signed by all Directors. If one or more of their signatures is missing, this fact and the reason therefor shall be stated.

20.3 The annual accounts shall be adopted by the General Meeting. The signing of the annual accounts as provided for in the first sentence of section 2:210(5) DCC shall not serve as adoption of those accounts.

20.4 The Company shall publish the annual accounts, together with all other relevant documents and information if and to the extent and in the manner required by law.

DISTRIBUTIONS ON SHARES
Article 21.

21.1 The profits as determined through the adoption of the annual accounts shall be at the disposal of the General Meeting. The General Meeting may decide to make a distribution, to the extent that the shareholders' equity exceeds the reserves that must be maintained by law.

21.2 A resolution to make a distribution shall not take effect as long as the Board has not given its approval. The Board may only withhold such approval if it knows or should reasonably foresee that, following the distribution, the Company will be unable to continue paying its due and payable debts.

21.3 For the purposes of calculating any distribution, shares held by the Company in its own capital shall not be included.

21.4 For the purposes of calculating the amount to be distributed on each share, only the amount of the mandatory payments towards the nominal value of the shares shall be taken into account. The preceding sentence may be derogated from with the consent of all Shareholders.

DISSOLUTION AND LIQUIDATION
Article 22.

22.1 In the event of the Company being dissolved, the liquidation shall be effected by the Board unless the General Meeting decides otherwise.

22.2 Any assets remaining after payment of all of the Company's debts shall first be applied to pay back the part of the nominal value that has been paid up on the shares. Any remaining assets shall then be distributed among the Shareholders in proportion to the aggregate nominal value of their shares. No distribution may be made to the Company in respect of shares held by it.

22.3 After the liquidation has been completed, the books, records and other information carriers of the Company shall be kept for the period prescribed by law by the person designated for that purpose in the resolution of the General Meeting to dissolve the Company. Where the General Meeting has not designated such a person, the liquidators shall do so.

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