



GEMALTO GROUP RULES OF CONDUCT RELATING TO SUSPECTED FINANCIAL IRREGULARITIES (WHISTLEBLOWER PROCEDURE)

This procedure is to support the integrity of the financial reporting and operations of Gemalto Group, and it has been established to facilitate the reporting of employee complaints.

These rules of conduct shall be applied in compliance with and subject to the provisions of all applicable laws and regulations, including employment, labour and privacy laws. Gemalto Group is committed to achieving compliance with all applicable laws and regulations in any jurisdiction where it operates, accounting standards, accounting controls and audit practices.

The Audit Committee of Gemalto Group will oversee treatment of employee concerns in this area, as described below.

Article 1 | Definitions

As used in these procedures, the following terms shall have the following meanings:

- **Audit Committee:** audit committee of Gemalto Group;
- **CEO:** the chief executive officer of Gemalto;
- **Chairman:** the chairman of the board of directors of Gemalto;
- **Confidential Advisor:** the General Counsel of the Group;
- **Employee:** a person employed by any entity that is part of the Group;
- **Financial Irregularity:** suspected improper (or questionable) conduct relating to the Group within the areas of accounting, internal accounting controls, auditing matters and bribery, including, without limitation, the following:
 - a. a criminal offence or a violation of any applicable laws and regulations of any jurisdiction in which the Group operates;
 - b. an intentional provision of incorrect information to any governmental authority, agency, official, regulatory or administrative agency or official or similar public authority;
 - c. an intentional suppression, destruction or manipulation of information regarding all matters referred to above;
 - d. any violation of the Group's code of ethics, other policies or other requirements for good corporate governance of the Group, such as the Code of Ethics, as posted on the Group's intranet;
 - e. Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Group, or in the recording and maintaining of financial records of the Group;
 - f. Deficiencies in or non-compliance with the Company's internal accounting controls;
 - g. Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Group; or
 - h. Deviation from full and fair reporting of the Group's financial condition.
- **Gemalto:** the public limited liability company Gemalto N.V.;
- **Group:** Gemalto and all companies and joint ventures directly or indirectly controlled by Gemalto worldwide; and
- **Manager:** the person directly managing an Employee.



Article 2 | Non-exclusive procedure

This procedure does not replace, and is in addition, to the existing procedures within the Group to report concerns and irregularities.

Article 3 | Reporting Financial Irregularities

Any Financial Irregularities

1. Employees are encouraged to promptly report Financial Irregularities internally to their Manager.
2. If Employees consider reporting to their Manager inappropriate, they may report Financial Irregularities to the Confidential Advisor.

Financial Irregularities involving the CEO or the executive Chairman

3. If the Financial Irregularity involves the CEO, Employees are encouraged to report the same to the Chairman.
4. During the period in which Gemalto has an executive Chairman, Employees are encouraged to report Financial Irregularities involving the CEO or the executive Chairman to the chairman of the Audit Committee.

Article 4 | Procedure for Receipt of Employee Complaints

1. Employees who wish to report Financial Irregularities internally to their Manager may do so by using the regular contact details of their Manager.
2. Employees who wish to report to the Confidential Advisor or the other parties specified in article 3, may forward their reports of Financial Irregularities on a confidential basis by contacting the Gemalto Speak Up Line.

Article 5 | Confidentiality

1. Gemalto encourages Employees to report Financial Irregularities directly and openly to their Manager or the Confidential Advisor.
2. All reports will be handled in a confidential manner.
3. The identity of the reporting Employee, as well as the identity of the reported Employee remain confidential, except as is considered reasonably necessary to conduct an adequate investigation of the report and to perform subsequent remedial actions.
4. The reporting Employee and the reported Employee shall keep the report confidential. No information shall be provided to third parties in or outside the Group, unless required to do so by any applicable law or regulation of any jurisdiction in which the Group operates or with the prior authorization of the Confidential Advisor.
5. The procedure to report a Financial Irregularity has been implemented and will be applied in a manner intended to ensure that all the electronically processed data remains confidential.

Article 6 | Anonymity

1. Non-anonymous reporting provides for an easier and more efficient processing of the report. In the case where, despite the guarantees of article 5, the reporting Employee does not want to identify himself/herself, the report will nonetheless be recorded. However anonymous reporting may hinder or complicate the investigation that may follow and may prevent appropriate action from being taken.
2. Anonymous reports will be handled with special precautions:
 - The reports will receive an appropriate analysis of the need to engage in further investigation;



- When the appropriate handling of a report calls for communicating it to others, the report's anonymous character will be noted to other recipients.
3. Where a report is made anonymously, no efforts shall be made to derive the identity of the reporting Employee.

Article 7 | Acknowledgement of report

1. If a report of a Financial Irregularity has been received by the Confidential Advisor, the Confidential Advisor will promptly acknowledge receipt of the report to the reporting Employee, unless the report was made anonymously.
2. If a report of a Financial Irregularity has been received by the Manager, the Confidential Advisor shall be informed immediately and receive a copy of the report. The Confidential Advisor will promptly acknowledge receipt of the report to the reporting Employee, unless the Manager has already acknowledged the report or the report was made anonymously.
3. In all circumstances, upon receipt of a report of a Financial Irregularity, the Confidential Advisor shall determine whether the report actually pertains to a Financial Irregularity.

Article 8 | Investigation

1. Immediately after the report of a Financial Irregularity, an investigation shall be started
2. Reports relating to Financial Irregularities will be reviewed under Audit Committee direction and oversight by the Confidential Advisor, or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to be consistent with the need to conduct an adequate investigation.
3. If the identity of the reporting Employee is known, he or she may be contacted to obtain additional information.
4. Promptly after taking any required measures to prevent the destruction of evidence, the reported Employee will be informed in writing of the facts alleged against him or her, specifying who is handling the procedure, the departments that have received the report, as well as the procedure by which the reported Employee may exercise his or her rights of access, rectification or deletion.
5. Within two months from the day the Financial Irregularity was reported, the reporting Employee shall be informed in writing of the outcome of the investigation and any actions taken as a consequence thereof.
6. If no position can be given within two months, the reporting Employee shall be notified thereof and be given an indication as to when he or she will be informed of the outcome of the investigation.
7. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee or the Confidential Advisor, as appropriate.



Article 9 | Records

1. Copies of reports and a written log of all reported Financial Irregularities, including the date of their receipt, status of investigation and resolution, shall be maintained by the Confidential Advisor in accordance with this article 9.
2. The Confidential Advisor will prepare a periodic summary report thereof for the Audit Committee.
3. If it has been concluded that the report is unsubstantiated, all data received as part of the report will be promptly destroyed, subject to having already forwarded the report as necessary in accordance with any other applicable procedures.
4. If the report may be substantiated, all necessary verifications or investigations shall be carried out in an effort to confirm the facts underlying the reported Financial Irregularity. The data related to the report will then be destroyed, at the latest, two months after the completion of the verification process, unless remedial actions or court proceedings have been initiated in respect of the report.

Article 10 | Content of the report

1. Information regarding the reporting Employee and the reported Employee will be collected and processed solely for the purpose of the processing of the report.
2. The data that may be processed is the following:
 - Given name, surname, work position, contact details, such as email address and phone number of both the reporting Employee and the reported Employee;
 - Purpose of the report; and
 - Any other information supporting the report to assist in the investigation.

Article 11 | Rights of access, rectification or deletion

1. The reporting Employee has a right of access, rectification or deletion to the data in the report concerning him/her, where such data is incorrect, incomplete or misleading.
2. Promptly after any required measures are completed to prevent the destruction of evidence, any reported Employee has a right of access, rectification or deletion to the data in the report concerning him/her, where such data is incorrect, incomplete or misleading.
3. The reported Employee may not use his/her rights of access, rectification or deletion to obtain information concerning the identity of the reporting Employee.
4. The rights of access, rectification or deletion may be exercised by contacting the Confidential Advisor.

Article 12 | Reporting to Audit Committee

1. A summary of reported Financial Irregularities will be provided on a confidential basis to the Audit Committee.
2. The chairman of the Audit Committee will be promptly informed of Financial Irregularities where there is a risk of material loss or reputation damage for the Group.
3. The Audit Committee will review applicable reports consistent with these rules of conduct and any of its own complaint handling procedures.



Article 13 | False reporting

Any misuse of this procedure is prohibited and may expose their authors to disciplinary sanctions as well as legal proceedings.

Article 14 | Legal protection; Non-Retaliation

1. It is the Group's policy to comply with all applicable laws that protect its Employees against unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or their participation in investigations involving alleged Financial Irregularities occurring within the Group or effected by any of its agents.
2. The position of Employees who have reported a Financial Irregularity in good faith shall not be affected in any way as a result of making such report. Any disciplinary action against an Employee in such circumstances is strictly prohibited.
3. With respect to any such good faith reporting of Financial Irregularities or otherwise in accordance with applicable law, such Employee will not be discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in terms and conditions of employment based upon any lawful actions of such Employee.
4. No sanction may be taken by the Group against an employee who, aware of a situation, has not reported same pursuant to the procedure described in the present document.

Article 15 | Effective date

These rules shall take effect on November 29, 2006.