Independent auditor's report
To: the general meeting of shareholders of Gemalto N.V.

Report on the financial statements
We have audited the accompanying financial statements 2013 of Gemalto N.V., Amsterdam as set out on pages 68 to 119. The financial statements include the consolidated financial statements and the company financial statements. The consolidated financial statements comprise the consolidated statement of financial position as at December 31, 2013, the consolidated income statement, the consolidated statement of comprehensive income, changes in equity and cash flows for the year then ended and the notes, comprising a summary of significant accounting policies and other explanatory information. The company financial statements comprise the company statement of financial position as at December 31, 2013, the company income statement for the year then ended and the notes, comprising a summary of accounting policies and other explanatory information.

Board of directors' responsibility
The board of directors is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the directors’ report in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion with respect to the consolidated financial statements
In our opinion, the consolidated financial statements give a true and fair view of the financial position of Gemalto N.V. as at December 31, 2013, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code.

Opinion with respect to the company financial statements
In our opinion, the company financial statements give a true and fair view of the financial position of Gemalto N.V. as at December 31, 2013, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements
Pursuant to the legal requirement under Section 2: 393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the directors’ report as included in the accompanying annual report as set out on pages 1 to 67, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2: 392 sub 1 at b-h has been annexed. Further we report that the directors’ report, to the extent we can assess, is consistent with the financial statements as required by Section 2: 391 sub 4 of the Dutch Civil Code.

The Hague, March 4, 2014

PricewaterhouseCoopers Accountants N.V.
Original signed by W.A. Schouten RA
Further information

Profit appropriation according to the Articles of Association

Stipulations relating to the distribution of profits and dividends by the Holding Company to its shareholders are provided in articles 32 to 35 of the Articles of Association.

Distribution of profits shall be made following adoption of the annual accounts which show that the distribution is permitted. The Holding Company may only make distributions to shareholders and other persons entitled to distributable profits to the extent that its equity exceeds the total amount of its issued capital and the reserves which must be maintained by law.

The Board shall with due observance of the policy of the Holding Company on additions to reserves and on distributions of profits determine what portion of the profit shall be retained by way of reserve, having regard to the legal provisions relating to obligatory reserves. The portion of the profit that shall not be reserved shall be at the disposal of the General Meeting.

Upon the proposal of the Board, the General Meeting of Shareholders shall be entitled to resolve to make distributions charged to the share premium reserve or charged to the other reserves shown in the annual accounts not prescribed by the law.

The Board may determine the terms and conditions of distributions to shareholders and may grant to shareholders the option to choose between distribution in whole or in part in the form of shares in the share capital of the Holding Company (bonus shares, stock dividend), subject to having obtained the authorization of the General Meeting to issue shares. If, however, such designation is not in force, any distributions in the form of shares in the share capital of the Company require a resolution of the General Meeting upon the proposal of the Board.

Subject to section 105, subsection 4, Book 2, Civil Code and with due observance of the policy of the Company on additions to reserves and on distributions of profits, the Board may at its own discretion resolve to distribute one or more interim dividends before the annual accounts for any financial year have been adopted at a General Meeting.

Appropriation of result – dividend

The Board has determined with due observance of the Holding Company’s policy on additions to reserves and on distributions of profits to propose to the 2014 AGM to distribute a dividend in cash of €0.38 per share in respect of the 2013 financial year and to allocate the remaining result for the period to the retained earnings.

Post-closing events

To management’s knowledge, there is no significant events that occurred since December 31, 2013 which would materially impact the statutory financial statements of the Holding Company.

Adjusted income statement and profit from operations non-GAAP measure

The consolidated financial statements are prepared in accordance with the International Financial Reporting Standards. To better assess its past and future performance, the Company also prepares an adjusted income statement where the key metric used to evaluate the business and take operating decisions over the period 2014 to 2017 is the Profit from operations.

Profit from operations (PFO) is a non-GAAP measure defined as the IFRS operating result adjusted for equity-based compensation charges and associated costs, for restructuring and acquisition-related expenses, and for the amortization and depreciation of intangibles resulting from acquisitions. These items are further explained as follows:

• Equity-based compensation charges are defined as (i) the discount granted to employees acquiring Gemalto shares under Gemalto Employee Share Purchase Plans; and (ii) the amortization of the fair value of stock options and restricted share units granted by the Board of directors to employees, and the related costs.

• Restructuring and acquisitions-related expenses are defined as (i) restructuring expenses which are the costs incurred in connection with a restructuring as defined in accordance with the provisions of IAS 37 (e.g. sale or termination of a business, closure of a plant), and consequent costs; (ii) reorganization expenses defined as the costs incurred in connection with headcount reductions, consolidation of manufacturing and offices sites, as well as the rationalization and harmonization of the product and service portfolio, and the integration of IT systems, consequent to a business combination; and (ii) transaction costs (such as fees paid as part of the acquisition process).

• Amortization and depreciation of intangibles resulting from acquisitions are defined as the amortization and depreciation expenses related to the intangibles recognized as part of the allocation of the excess purchase consideration over the share of net assets acquired.

These non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable IFRS measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with IFRS.

In the adjusted income statement, Operating Expenses are defined as the sum of Research and Engineering, Sales and Marketing, General and Administrative expenses, and Other income (expense) net. EBITDA is defined as PFO plus depreciation and amortization expenses, excluding the above amortization and depreciation of intangibles resulting from acquisitions.

Return on capital employed (ROCE) is defined as after-tax PFO divided by capital employed.

Adjusted income statement for ongoing operations

For a better understanding of the current and future year-on-year evolution of the business, the Company also provides an adjusted income statement for the ongoing operations.

Ongoing operations

The adjusted income statement for ongoing operations not only excludes, as per the IFRS income statement, the contribution from discontinued operation to the income statement, but also the contributions from assets classified as held for sale and from other items not related to ongoing operations.

Assets held for sale

For the year 2013 and 2012, reported figures for ongoing operations only differ from figures for all operations by the contribution from non-strategic assets held for sale including the gain recognized upon sale of these assets.
Reconciliation from adjusted financial information to IFRS

<table>
<thead>
<tr>
<th>In thousands of Euro</th>
<th>Adjusted financial information for ongoing operations</th>
<th>Reconciling items</th>
<th>Adjusted financial information for all operations</th>
<th>Adjustments</th>
<th>IFRS financial information</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>2,383,935</td>
<td>4,672</td>
<td>2,388,607</td>
<td>–</td>
<td>2,388,607</td>
</tr>
<tr>
<td><strong>Cost of sales</strong></td>
<td>(1,444,863)</td>
<td>(5,505)</td>
<td>(1,450,368)</td>
<td>(7,116)</td>
<td>(1,459,484)</td>
</tr>
<tr>
<td><strong>Gross profit</strong></td>
<td>937,072</td>
<td>(833)</td>
<td>936,239</td>
<td>(7,116)</td>
<td>929,123</td>
</tr>
<tr>
<td><strong>Operating expenses</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Research and engineering</td>
<td>(139,276)</td>
<td>–</td>
<td>(139,276)</td>
<td>(4,144)</td>
<td>(143,420)</td>
</tr>
<tr>
<td>Sales and marketing</td>
<td>(320,827)</td>
<td>(353)</td>
<td>(321,180)</td>
<td>(11,680)</td>
<td>(332,860)</td>
</tr>
<tr>
<td>General and administrative</td>
<td>(127,398)</td>
<td>(143)</td>
<td>(127,541)</td>
<td>(11,612)</td>
<td>(139,153)</td>
</tr>
<tr>
<td>Gain on sale of investment / assets held for sale</td>
<td>–</td>
<td>1,128</td>
<td>1,128</td>
<td>–</td>
<td>1,128</td>
</tr>
<tr>
<td>Other income (expense), net</td>
<td>(1,557)</td>
<td>(381)</td>
<td>(1,938)</td>
<td>–</td>
<td>(1,938)</td>
</tr>
<tr>
<td><strong>Profit from operations</strong></td>
<td>348,014</td>
<td>(582)</td>
<td>347,432</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Share-based compensation charges and associated costs</td>
<td></td>
<td></td>
<td></td>
<td>(34,552)</td>
<td></td>
</tr>
<tr>
<td>Restructuring &amp; acquisition-related expenses</td>
<td></td>
<td></td>
<td></td>
<td>(3,469)</td>
<td></td>
</tr>
<tr>
<td>Amortization and depreciation of intangibles resulting from acquisitions</td>
<td></td>
<td></td>
<td></td>
<td>(26,912)</td>
<td></td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td>(64,933)</td>
<td></td>
<td>282,499</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Financial income (expense), net</td>
<td>(8,245)</td>
<td>1,513</td>
<td>(6,732)</td>
<td>–</td>
<td>(6,732)</td>
</tr>
<tr>
<td>Share of profit of associates</td>
<td>(2,298)</td>
<td>–</td>
<td>(2,298)</td>
<td>–</td>
<td>(2,298)</td>
</tr>
<tr>
<td>Non-recurring profit relating to associates, net</td>
<td>19,962</td>
<td>–</td>
<td>19,962</td>
<td>–</td>
<td>19,962</td>
</tr>
<tr>
<td><strong>Profit before income tax</strong></td>
<td>357,433</td>
<td>931</td>
<td>358,364</td>
<td>(64,933)</td>
<td>293,431</td>
</tr>
<tr>
<td>Income tax (expense)</td>
<td>(42,892)</td>
<td>–</td>
<td>(42,892)</td>
<td>7,662</td>
<td>(35,230)</td>
</tr>
<tr>
<td><strong>Profit for the period</strong></td>
<td>314,541</td>
<td>931</td>
<td>315,472</td>
<td>(57,271)</td>
<td>258,201</td>
</tr>
</tbody>
</table>

Attributable to:

| Owners of the Company | 314,294                                             | 723              | 315,017                                       | (57,121)    | 257,896                   |
| Non-controlling interests | 247                                      | 208              | 455                                           | (150)       | 305                       |

Earnings per share (€ per share)

<table>
<thead>
<tr>
<th></th>
<th>Basic</th>
<th>Diluted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Basic</td>
<td>3.67</td>
<td>3.68</td>
</tr>
<tr>
<td>Diluted</td>
<td>3.56</td>
<td>3.57</td>
</tr>
</tbody>
</table>

1 “Reconciling items” comprise the contribution from the assets held for sale together with the contribution from items not related to ongoing operations.

<table>
<thead>
<tr>
<th>In thousands of Euro</th>
<th>Mobile Communication</th>
<th>M2M</th>
<th>Secure Transactions</th>
<th>Security</th>
<th>Patents</th>
<th>Full year 2013 ongoing operations</th>
<th>Reconciling items</th>
<th>Full year 2013 all operations</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>1,091,336</td>
<td>200,334</td>
<td>659,840</td>
<td>416,119</td>
<td>16,306</td>
<td>2,383,935</td>
<td>4,672</td>
<td>2,388,607</td>
</tr>
<tr>
<td><strong>Gross profit</strong></td>
<td>496,603</td>
<td>72,049</td>
<td>206,157</td>
<td>147,663</td>
<td>41,934</td>
<td>937,072</td>
<td>(833)</td>
<td>929,123</td>
</tr>
<tr>
<td><strong>Operating expenses</strong></td>
<td>(291,146)</td>
<td>(50,089)</td>
<td>(129,597)</td>
<td>(106,729)</td>
<td>(11,497)</td>
<td>(139,276)</td>
<td>(4,144)</td>
<td>(143,420)</td>
</tr>
<tr>
<td><strong>Profit from operations</strong></td>
<td>205,457</td>
<td>21,960</td>
<td>76,560</td>
<td>40,934</td>
<td>3,103</td>
<td>348,014</td>
<td>(582)</td>
<td>347,432</td>
</tr>
</tbody>
</table>
### Reconciliation from adjusted financial information to IFRS

<table>
<thead>
<tr>
<th>In thousands of Euro</th>
<th>Adjusted financial information for ongoing operations</th>
<th>Adjusted financial information for all operations</th>
<th>Year ended December 31, 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>2,235,936</td>
<td>2,245,500</td>
<td>2,245,500</td>
</tr>
<tr>
<td>Cost of sales</td>
<td>(1,373,670)</td>
<td>(1,381,089)</td>
<td>(1,387,599)</td>
</tr>
<tr>
<td>Gross profit</td>
<td>862,266</td>
<td>864,411</td>
<td>857,901</td>
</tr>
<tr>
<td>Operating expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Research and engineering</td>
<td>(133,926)</td>
<td>(137,637)</td>
<td>(141,139)</td>
</tr>
<tr>
<td>Sales and marketing</td>
<td>(299,759)</td>
<td>(302,307)</td>
<td>(316,451)</td>
</tr>
<tr>
<td>General and administrative</td>
<td>(132,998)</td>
<td>(133,264)</td>
<td>(147,730)</td>
</tr>
<tr>
<td>Gain on sale of investment / assets held for sale</td>
<td>–</td>
<td>5,584</td>
<td>5,584</td>
</tr>
<tr>
<td>Other income (expense), net</td>
<td>9,455</td>
<td>9,490</td>
<td>9,490</td>
</tr>
<tr>
<td><strong>Profit from operations</strong></td>
<td>305,038</td>
<td>306,277</td>
<td></td>
</tr>
<tr>
<td>Share-based compensation charges and associated costs</td>
<td></td>
<td>(38,622)</td>
<td></td>
</tr>
<tr>
<td>Restructuring and acquisition-related expenses</td>
<td></td>
<td>(7,911)</td>
<td></td>
</tr>
<tr>
<td>Amortization and deprecation of intangibles resulting from acquisitions</td>
<td></td>
<td>(20,985)</td>
<td></td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td></td>
<td>238,759</td>
<td></td>
</tr>
<tr>
<td>Financial income (expense), net</td>
<td>(11,494)</td>
<td>61</td>
<td>(11,433)</td>
</tr>
<tr>
<td>Share of profit of associates</td>
<td>2,009</td>
<td>(208)</td>
<td>1,801</td>
</tr>
<tr>
<td><strong>Profit before income tax</strong></td>
<td>295,553</td>
<td>1,092</td>
<td>229,127</td>
</tr>
<tr>
<td>Income tax (expense)</td>
<td>(34,902)</td>
<td>(35,005)</td>
<td>(28,206)</td>
</tr>
<tr>
<td><strong>Profit for the period</strong></td>
<td>260,651</td>
<td>989</td>
<td>200,921</td>
</tr>
<tr>
<td>Attributable to:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Owners of the Company</td>
<td>260,365</td>
<td>261,635</td>
<td>201,041</td>
</tr>
<tr>
<td>Non-controlling interests</td>
<td>286</td>
<td>5</td>
<td>(120)</td>
</tr>
</tbody>
</table>

**Earnings per share (€ per share)**

<table>
<thead>
<tr>
<th></th>
<th>Basic</th>
<th>Diluted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Basic</td>
<td>3.13</td>
<td>2.99</td>
</tr>
<tr>
<td>Diluted</td>
<td>3.14</td>
<td>3.00</td>
</tr>
</tbody>
</table>

1 ‘Reconciling items’ comprise the contribution from the assets held for sale together with the contribution from items not related to ongoing operations.

### Adjusted income statement by business segment

<table>
<thead>
<tr>
<th>In thousands of Euro</th>
<th>Mobile Communication</th>
<th>MO2M</th>
<th>Secure Transactions</th>
<th>Security</th>
<th>Patents</th>
<th>Full year 2012 ongoing operations</th>
<th>Reconciling items</th>
<th>Full year 2012 all operations</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>1,089,591</td>
<td>192,211</td>
<td>568,008</td>
<td>383,995</td>
<td>2,131</td>
<td>2,235,936</td>
<td>9,564</td>
<td>2,245,500</td>
</tr>
<tr>
<td>Gross profit</td>
<td>471,022</td>
<td>63,753</td>
<td>183,231</td>
<td>142,434</td>
<td>1,826</td>
<td>862,266</td>
<td>2,145</td>
<td>864,411</td>
</tr>
<tr>
<td>Operating expenses</td>
<td>(277,713)</td>
<td>(49,786)</td>
<td>(120,866)</td>
<td>(97,241)</td>
<td>(11,624)</td>
<td>(133,264)</td>
<td>(141,139)</td>
<td></td>
</tr>
<tr>
<td>Profit from operations</td>
<td>193,309</td>
<td>13,969</td>
<td>62,365</td>
<td>45,193</td>
<td>(9,798)</td>
<td>305,038</td>
<td>1,239</td>
<td>306,277</td>
</tr>
</tbody>
</table>
Investor information

Investor relations policy
Maintaining positive relations with our investors is key to Gemalto’s growth. The confidence and loyalty of private and institutional shareholders are essential to our successful long-term development. Gemalto’s investor relations policy is designed to inform shareholders in a timely and detailed manner about developments that are relevant to Gemalto. In order to provide a faithful and clear picture of investment decisions involving Gemalto, price sensitive information is disseminated without delay through press releases and web site updates.

In addition to the General Meetings, Gemalto has implemented a wide variety of communication tools to keep investors informed on a regular basis. These include the annual reports, sustainability reports, legal announcements, press releases and financial statements.

At the publication of interim and annual financial statements, Gemalto holds conference calls or investor meetings. In addition, Gemalto regularly performs road shows and participates in conferences for institutional investors. These activities further Gemalto’s understanding of investor and analyst opinions. Relevant information for potential and current shareholders may be found on the Gemalto web site under the link ‘Investor Relations’ www.gemalto.com/investors.

Gemalto also observes quiet periods during which investor meetings of any kind are discouraged and financial aspects of the business are not discussed externally. For interim and annual publications, this covers at least fifteen days prior to the publication date.

Corporate seat
Gemalto N.V. is the holding company of the Group. The corporate seat of Gemalto N.V. is Amsterdam, the Netherlands, and its registered office address is Barbara Strozzielaan 382, 1083 HN Amsterdam, the Netherlands. Gemalto N.V. is registered with the trade register in Amsterdam, the Netherlands under No. 27.25.50.26.

Share capital structure
The Company’s authorized share capital amounts to €150,000,000 and is divided into 150,000,000 ordinary shares, with a nominal value of €1 per share. As at December 31, 2013 the Company’s issued and paid-up share capital amounted to €88,015,844, consisting of 88,015,844 ordinary shares with a nominal value of €1 per share, of which 1,743,212 shares were held in treasury. Hence, 86,272,632 shares were in circulation as at December 31, 2013.

Stock exchange listing – 2013 stock market data
Gemalto N.V. (Euronext NL 0000400653) is listed on Euronext Amsterdam and Euronext Paris in Compartment A (Large Caps). Gemalto changed its market of reference to Euronext Amsterdam effective April 30, 2013. As a result of the change of market of reference, Gemalto’s shares are no longer eligible for the French “Service à Réglements Différés” (SRD), a deferred settlement service for individual shareholders residing in France, as of April 25, 2013. SRD trades were possible until April 24, 2013.

ADR (American Depositary Receipt)
Gemalto has established a sponsored Level I American Depositary Receipt (ADR) Program in the US since November 2009. Each Gemalto ordinary share is represented by two ADRs. Gemalto’s ADRs trade in US dollar and give access to the voting rights and to the dividends attached to the underlying Gemalto shares. The dividends are paid to investors in US dollar, after being converted into US dollar by the depository bank at the prevailing rate.

Structure: Sponsored Level I ADR
Mnemonic: GTO MY
Exchange: OTC
Ratio (ORD:DR): 1:2
DR ISIN: US36863N2080
DR CUSIP: 36863N 208

Average daily trading volume on Euronext exchanges in 2013: 450,344
Market capitalization as at December 31, 2013: €7,042,147,678
Shareholders’ disclosures made to the AFM and published on the AFM website as at December 31, 2013

The following shareholding threshold disclosures were applicable as at December 31, 2013. For further information, please refer to Shareholders’ disclosures, page 66.

December 4, 2013: Amundi 3.05% capital interest and voting rights
August 8, 2013: Capital Group International Inc. 14.97% voting rights
August 8, 2013: Capital Research and Management Company 14.97% voting rights
July 12, 2013: BPI Groupe 8.51% capital interest and voting rights
July 1, 2013: J.M. Quandt née Bruhn 3.02% capital interest and voting rights
July 1, 2013: S.H.U. Klatten née Quandt 3.24% capital interest and voting rights
July 1, 2013: S.N. Quandt 4.23% capital interest and voting rights
April 8, 2013: EuroPacific Growth Fund 5.16% capital interest
August 13, 2012: FMR LLC 4.77% capital interest and 4.48% voting rights
June 16, 2010: Pioneer Asset Management S.A. 4.86% capital interest and voting rights

Note that the table may not reflect the actual shareholding as per December 31, 2013 due to the following:

• Once a shareholder has disclosed a substantial shareholding to the AFM, additional disclosures are only required in case of exceeding or falling below a threshold;

• Shareholders who disclosed a substantial shareholding to the AFM above 3% and below 5% prior to July 1, 2013 and (i) held less than 3% on July 1, 2013, or (ii) held between 3% and 5% after July 1, 2013, were not required to make an additional disclosure to the AFM.

Capital interests and/or voting rights may require several disclosures by companies belonging to the same group.

Geographic spread of shareholdings

Geographical spread of identified shareholding as of November 2013

<table>
<thead>
<tr>
<th>Region</th>
<th>% of outstanding capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>North America</td>
<td>29%</td>
</tr>
<tr>
<td>UK and Ireland</td>
<td>13%</td>
</tr>
<tr>
<td>Continental Europe</td>
<td>54%</td>
</tr>
<tr>
<td>Other</td>
<td>4%</td>
</tr>
</tbody>
</table>

Financial calendar 2014

Important dates of financial calendar

March 6, 2014: Publication of 2013 Fourth Quarter Revenue and Full Year Results
April 24, 2014: Publication of 2014 First Quarter Revenue
May 21, 2014: 2014 Annual General Meeting of shareholders
August 28, 2014: Publication of 2014 Second Quarter Revenue and First Semester Results
October 23, 2014: Publication of 2014 Third Quarter Revenue

2014 Annual General Meeting of Shareholders

Gemalto N.V. will hold its 2014 AGM at the Sheraton Amsterdam Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol Airport, the Netherlands on Wednesday, May 21, 2014 at 2 p.m. CET.

The persons entitled to attend and cast votes at the AGM will be those who are recorded as having such rights after the close of trading on the relevant NYSE Euronext stock exchange on April 23, 2014 (the “Record Date”) in Gemalto’s shareholders register, or in a register of a financial institution affiliated to Euroclear France S.A., regardless of whether they are shareholders at the time of the AGM.

Dividend

In 2010, the Company paid the first cash dividend of its history, €0.25 per share, with respect to the 2009 financial year. In 2011, 2012 and 2013, it paid a cash dividend of €0.28, €0.31 and €0.34 for the financial years of 2010, 2011, and 2012 respectively. With due observance of the Company’s dividend policy, the Board will propose a cash dividend of €0.38 per share in respect of the 2013 financial year at the 2014 AGM. For more information on the dividend policy, please refer to Distribution of profits, page 65.

Share buy-back program

As authorized by the 2013 AGM, the Company has renewed its share buy-back program up to and including November 22, 2014. During the full year 2013, the Company used €23 million to purchase Gemalto shares, net of its liquidity program. As at December 31, 2013, the Company held 1,743,212 shares in treasury, which were repurchased on the market at an average acquisition price of €50.46. For further information on the share buy-back program, please refer to Authorizations granted to the Board, page 65.

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**Glossary of digital security terms**

**3FF (Third Form Factor):** A very small SIM card, also known as a ‘micro-SIM’, for use in small mobile devices.

**3G (Third Generation):** The broadband telecommunication systems that combine high-speed voice, data and multimedia.

**4G:** The 4th generation of wireless standards offering a comprehensive, secure all-IP based mobile broadband solution to smartphones, laptop computer wireless modems and other mobile devices.

**Back-end:** Here, describing a remote platform or server that stores and processes data without direct access by the user; whereas ‘front-end’ refers to an application or interface accessed directly by the user.

**Big data:** A collection of data sets so large and complex that they are difficult to process with traditional applications.

**Bluetooth:** A short-range wireless technology that simplifies communication and synchronization between the internet, devices and other computers.

**BYOD (Bring Your Own Device):** Using one’s personal device (e.g. smartphone, laptop, tablet etc.) for professional purposes in the workplace.

**CAC (Common Access Card):** A US Department of Defense smart card issued as standard physical and network identification for military and other personnel.

**Cell/cellular:** The technology behind mobile communication; in general use, synonymous with ‘mobile’.

**Client:** A software application that runs on a personal device and relies on a server to perform some operations (see ‘thin client’).

**Cloud computing:** Computing by using servers, storage and applications that are accessed via the internet.

**Contactless:** A device that communicates by means of a radio frequency signal, eliminating the need for physical contact with a reader.

**CRM:** Customer Relationship Management.

**DDA (Dynamic Data Authentication):** An authentication technology that allows banks to approve transactions at the terminal in a highly secure way.

**DI (Dual-Interface):** A device that is both contact and contactless.

**Digital signature:** An electronic signature created with a public-key algorithm that can be used by the recipient to authenticate the identity of the sender.

**Dongle:** Any small piece of hardware that plugs into a computer.

**EAC (Extended Access Control):** A mechanism enhancing the security of ePassports whereby only authorized inspection systems can read biometric data.

**eBanking:** Accessing banking services via the internet.

**eCommerce:** Buying and selling goods and services via the internet.

**eDocument:** Any of a range of electronic documents, including electronic ID cards, Drivers’ Licences, Health cards etc.

**eGovernment:** The use of digital technologies (often via the internet) to provide government services. Second generation eGov 2.0 programs aim to increase efficiency, lower costs and reduce bureaucracy.

**eID:** Personal identification using a variety of devices secured by microprocessors, biometrics and other means.

**EMV:** The industry standard for international debit/credit cards established by Europay, MasterCard and Visa.

**ePassport:** An electronic passport with high security printing, an inlay including an antenna and a microprocessor, and other security features.

**ePurse:** A small portable device that contains electronic money and is generally used for low-value transactions.

**eTicketing:** Electronic systems for issuing, checking and paying for tickets, mainly for public transport.

**FIPS 201 (Federal Information Processing Standard):** A US federal government standard that specifies personal identity verification requirements for employees and contractors.

**GSM (Global System for Mobile communications):** A European standard for digital cellphones that has now been widely adopted throughout the world.
GSMA (GSM Association): The global association for mobile phone operators.

HSPD-12 (Homeland Security Presidential Directive-12): Orders all US federal agencies to issue secure and reliable forms of identification to employees and contractors, with a recommendation in favor of smart card technology.

IAM: Identity and Access Management.

ICAO (International Civil Aviation Organization): The UN agency which standardizes machine-readable and biometric passports worldwide.

IM (instant messaging): Using text on a mobile handset to communicate in real time.

IP (Internet Protocol): A protocol for communicating data across a network; hence an IP address is a unique computer address using the IP standard.

Java: A network oriented programming language invented by Sun Microsystems and specifically designed so that programs can be safely downloaded to remote devices.

LTE (Long Term Evolution): The standard in advanced mobile network technology, often referred to as 4G (see above).

M2M (Machine-to-Machine): Technology enabling communication between machines for applications such as smart meters, mobile health solutions, etc.

mBanking (mobile banking): Conducting various banking and financial transactions through a mobile device connected to the internet.

mCommerce (mobile commerce): Buying and selling goods and services using a mobile device connected to the internet.

MFS (Mobile Financial Services): Banking services such as transfer and payment available via a mobile device.

Microfinance: A means of offering a range of financial services to economically poor people who do not have bank accounts and so enabling financial inclusion.

MIM (Machine Identification Module): The equivalent of a SIM with specific features such that it can be used in machines to enable authentication.

MMS (Multimedia Messaging Service): A standard way of sending messages that include multimedia content (e.g. photographs) to and from mobile phones.

MNO (Mobile Network Operator): A company that provides services for mobile phone subscribers.

Module: The unit formed of a chip and a contact plate.

mPayment (mobile payment): Using a mobile handset to pay for goods and services.

Multi-tenant SIM: A device capable of carrying multiple IDs and shared by multiple service providers.

NFC (Near-Field Communication): A wireless technology that enables communication over short distances (e.g. 4cm), typically between a mobile device and a reader.

OMA (Open Mobile Alliance): A body that develops open standards for the mobile phone industry.

OS (Operating System): Software that runs on computers and other smart devices and that manages the way they function.

OTA (Over-The-Air): A method of distributing new software updates to cellphones which are already in use.

OTP (One-Time Password): A password that is valid for only one login session or transaction.

PC: Personal computer.

PIN (Personal Identification Number): A secret code required to confirm a user’s identity.

PKI (Public Key Infrastructure): The software and/or hardware components necessary to enable the effective use of public key encryption technology. Public Key is a system that uses two different keys (public and private) for encrypting and signing data.

Platform: A system’s underlying software that enables a service.

Server: A networked computer.

SIM (Subscriber Identity Module): A smart card for GSM systems.

SMS (Short Message Service): A GSM service that sends and receives messages to and from a mobile phone.
Glossary of digital security terms continued

**Thin client**: A software application designed to be especially small so that the bulk of the data processing occurs on a central server. By contrast, a fat client does as much local processing as possible.

**TSM (Trusted Service Manager)**: A third-party enabling mobile operators, mass transit operators, banks and businesses to offer combined services seamlessly and securely.

**UICC (Universal Integrated Circuit Card)**: A high-capacity smart card used in mobile terminals for GSM and UMTS/3G networks.

**UMTS (Universal Mobile Telecommunications System)**: One of the 3G mobile telecommunications technologies which is also being developed into a 4G technology.

**USB (Universal Serial Bus)**: A standard input/output bus that supports very high transmission rates.

**USIM (Universal Subscriber Identity Module)**: A SIM with advanced software that ensures continuity when migrating to 3G services.

**VPN (Virtual Private Network)**: A private network often used within a company or group of companies to communicate confidentially over a public network.
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