Gemalto N.V.
Minutes of the Annual General Meeting of Shareholders
held on May 18, 2018

(This is not a verbatim account of the proceedings)

1. Opening

Mr. Alex Mandl, chairman (“Chairman”) of the Board of Gemalto N.V. (“Company”), speaking on behalf of the Board, opens the Annual General Meeting of Shareholders of the Company (“AGM”), at the hotel Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands at 10:00 a.m. CEST on Friday, May 18, 2018 and welcomes all present at the meeting. This meeting is also the General Meeting as referred to in article 18 of the Netherlands Decree on Public Takeover Bids.

The Chairman introduces the Board members: Mr. Philippe Vallée, Chief Executive Officer (“CEO”), Mr. Philippe Alfroid, Chairman of the Compensation Committee, and all other Non-executive Board members.

The Chairman welcomes Mr. Pierre-Eric Pommellet, Ms. Marie-Hélène Sartorius and Ms. Isabelle Simon, who are proposed to the AGM for conditional appointment as Non-executive Board member as of Settlement of the Offer. Mr. Pascal Bouchiat, who is also proposed for conditional appointment as Non-Executive Board member, is not attending this meeting due to a schedule conflict. The Chairman also introduces Ms. Virginie Duprat-Vergne, Chief Financial Officer (“CFO”), and Jean-Pierre Charlet, EVP Legal and Company Secretary. Mr. Charlet acts as the secretary of the meeting (“Secretary”).

The Chairman welcomes the Company’s Dutch legal advisors, Mr. Charles Honée, Mr. Christiaan de Brauw and civil-law notary Ms. Joyce Leemrijse of the law firm Allen & Overy LLP, as well as the Company’s external auditor, Mr. Tom van der Heijden of KPMG Accountants N.V. (“KPMG”).

On the request of the Chairman, Mr. Charlet makes the following announcements.

The proceedings of the meeting are recorded, only for internal purposes and use, to facilitate the preparation of the minutes. The language of the meeting is English.

The meeting has been validly convened with due observance of all legal and statutory provisions. The notice to attend the meeting, including the agenda, has been published on the Company’s website on March 27, 2018.

The agenda, including the explanatory notes, the 2017 Annual Report (including the 2017 audited Financial Statements and the auditor’s report), the Offer Document, the Position Statement, the proposed changes to the Articles of Association contemplated by agenda items 9.a and 9.b and the information on the persons proposed for appointment and reappointment to the Board are available at the meeting. These documents have been made available for inspection at the offices of the Company in Amsterdam and at the offices of Gemalto International SAS in Meudon, France and have been published on the Company’s website as of March 27, 2018.

No shareholders have requested to place items on the agenda.
Except for the following resolutions, the resolutions placed on the agenda and set out in the explanatory notes to the agenda, shall be adopted by an absolute majority of the votes cast in a General Meeting where at least one-tenth of the issued share capital is present or represented:

- Resolutions in agenda item 5 relating to the reappointment of Board members and item 10 relating to the conditional appointment of Board members shall be adopted by an absolute majority of the votes cast in a General Meeting, without a quorum being required, as these appointments and reappointments are proposed by the Board.
- Resolutions in agenda items 7.a, 7.c and 7.d relating to the authorization of the Board to limit or exclude pre-emption rights in connection with an issue of shares or the grant of rights to acquire shares in the share capital of the Company shall be adopted with a two-third majority of the votes cast in a General Meeting in the event that less than 50% of the issued share capital is present or represented. As more than 50% of the issued share capital is present or represented, these resolutions shall be adopted by an absolute majority of the votes cast in this General Meeting.
- Resolution in agenda item 9 relating to the conditional corporate governance structure shall be adopted with a two-third majority of the votes cast in a General Meeting where at least one-third of the issued share capital is represented.

On April 20, 2018, which is the Record Date, the total issued share capital of the Company amounted to €90,423,814, consisting of 90,423,814 shares of €1.00 par value each. Each share entitles the holder thereof to cast one vote. However, treasury shares do not carry voting rights. As per close of business on the Record Date, the Company held 217,095 treasury shares. Consequently, the number of voting rights amounted to 90,206,719. According to the attendance list, the holders of 45,650,661 shares are present or represented at the meeting, who may cast the same number of votes, which is 50.61% of the issued share capital less the shares that the Company owns in its own share capital. For several resolutions, powers of attorney and voting instructions have been granted to TMF Netherlands B.V. Therefore valid resolutions can be taken with regard to all items on the agenda.

The Chairman proposes that voting during the meeting shall take place by electronic vote. The voting results shall be projected on the screen and the Chairman will inform the General Meeting whether or not the resolution is adopted. The voting results will be published on the Company’s website and will be included in these minutes. There are no objections against this decision from the General Meeting.

During the meeting, the Company’s external auditor, Mr. van der Heijden of KPMG, may be questioned on KPMG’s auditor's report and their audit activities regarding the Company's 2017 Financial Statements. However, the content of the Financial Statements remains the responsibility of the Board.

The Chairman concludes this item of the agenda.
The agenda items 2 to 7 are annual recurring items.

2a. 2017 Annual Report (Discussion item)

The Chairman proceeds with the next item on the agenda: the Annual Report for the 2017 financial year, as drawn up by the Board.

Mr. Vallée and Ms. Dupérat-Vergne present a summary of the most important developments in the 2017 financial year, as presented in the Annual Report, and the current state of affairs, which presentation is attached to these minutes.

The Chairman invites Mr. van der Heijden of KPMG to make a presentation on KPMG’s audit activities for the year 2017.

Mr. van der Heijden gives a short overview of KPMG’s audit of the 2017 Gemalto financial statements. The audit primarily focuses on the consolidated and company financial statements as also highlighted in KPMG’s long form auditor’s report.

In terms of KPMG’s responsibilities:

- The objective is to plan and perform the audit to obtain sufficient and appropriate audit evidence for KPMG’s opinion that the financial statements give a true and fair view.
- The audit is performed with a high, but not an absolute, level of assurance to conclude that the financial statements do not include material errors.
- With respect to the board report, KPMG has examined whether the report has been prepared in accordance with Dutch law, and whether the specific information therein has been consistent with the financial statements, and does not contain material misstatements.

The long form auditor’s report consists mainly of four areas in which the report is made Gemalto specific:

1. Audit approach, including materiality.
   On an annual basis during the planning phase, KPMG performs an extensive risk assessment and determines key audit risks. Based on KPMG’s professional judgment, the materiality for the financial statements as a whole is set at EUR 9.0 million, which is 5.6% of the consolidated profit before tax from continuing operations. As agreed with the Audit Committee any identified misstatements over EUR 700 thousand would be reported by KPMG. There were no unadjusted differences identified, which were individual and in aggregate material for the financial statements as a whole.

2. Scope of the audit, including the audit of foreign subsidiaries (coverage).
   Local KPMG offices are involved in the audit of foreign subsidiaries. In total 27 components in 18 countries were included in the 2017 Gemalto Group audit scope. The procedures performed resulted in a coverage of 81% of revenues and 84% of total assets through full scope audits, audit of account balances and specified audit procedures.

3. Key audit matters, based on the audit procedures performed.
   Key audit matters are those matters that, in KPMG’s professional judgment, were of most significance for the audit. For the current financial year, the following key audit matters were determined: valuation of goodwill; acquisition of 3M’s Identity Management Business; revenue recognition on complex contracts; and capitalized development costs. For more information, reference is made to the financial statements.
4. Audit opinion.
The overall audit approach and scope is discussed with the management and the Audit Committee in advance of the start of KPMG’s audit. The key audit matters and opinion are discussed prior to the finalization of the audit. KPMG issued an unqualified audit opinion on the consolidated and company financial statements.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.

2b. Application of the remuneration policy in 2017 (Discussion item)

The Chairman proceeds with the next item on the agenda: the application of the remuneration policy in 2017.

Mr. Alfroid, Chairman of the Compensation Committee presents a summary of the remuneration of the CEO and of the Non-executive Board members for 2017, which presentation is attached to these minutes.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.

2c. Corporate governance structure and compliance with the Dutch Corporate Governance Code (2016) (Discussion item)

The Chairman proceeds with the next item on the agenda: corporate governance structure and compliance with the Dutch Corporate Governance Code (2016).

The corporate governance structure is described in detail in the 2017 Annual Report. The Board agrees with the Dutch corporate governance code’s general approach and the majority of its principles and best practice provisions. In accordance with the 2016 code’s ‘comply or explain’ principle, the departures from its provisions are explained in the Annual Report.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.

2d. Adoption of the 2017 Financial Statements (Voting item)

The Chairman proceeds with the next item on the agenda: adoption of the 2017 Financial Statements.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to adopt the Company's 2017 Financial Statements, as drawn up by the Board.
The Chairman proceeds to the vote.

In favor: 43,717,376 shares
Against: 97,810 shares
Abstentions: 1,835,475 shares

As a result, 99.78% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

3a. Dividend policy (Discussion item)

The Chairman proceeds with the next item on the agenda: the Company’s dividend policy.

The Company’s current policy on additions to reserves and distributions of dividends is that the amount of dividends to be paid by the Company to its shareholders shall be determined by taking into consideration the Company’s capital requirements, return on capital, current and future rates of return and market practices, notably in its business sector, as regards the distribution of dividends.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.

3b. No dividend for the 2017 financial year (Discussion item)

The Chairman proceeds with the next item on the agenda: non-distribution of dividend for the 2017 financial year.

Given the special circumstances of the public offer made by Thales, the Board prefers to leave the shares “cum dividend” and make use of its discretionary power to allocate the full amount of the results as they appear from the adopted financial statements over the financial year 2017 to the retained earnings of the Company.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.

4a. Discharge of the CEO for the fulfillment of his duties during the 2017 financial year (Voting item)

The Chairman proceeds with the next item on the agenda: discharge of the CEO from liability for the fulfillment of his duties during the 2017 financial year.

The Chairman gives the shareholders the opportunity to ask questions.
Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to discharge the CEO from liability for the fulfillment of his duties during the 2017 financial year.

The Chairman proceeds to the vote.

In favor: 35,646,408 shares
Against: 8,165,454 shares
Abstentions: 1,838,799 shares

As a result, 81.36% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

4b. Discharge of the Non-executive Board members for the fulfillment of their duties during the 2017 financial year (Voting item)

The Chairman proceeds with the next item on the agenda: discharge of the Non-executive Board members from liability for the fulfillment of their respective duties during the 2017 financial year.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to discharge the Non-executive Board members from liability for the fulfillment of their respective duties during the 2017 financial year.

The Chairman proceeds to the vote.

In favor: 35,632,500 shares
Against: 8,179,273 shares
Abstentions: 1,838,888 shares

As a result, 81.33% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

5a. Reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2020 AGM (Voting item)

The Chairman proceeds with the next item on the agenda: reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2020 AGM.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to reappoint Mr. Philippe Alfroid as Non-executive Board member as of May 18, 2018, for a period ending at the close of the AGM to be held in 2020.

The Chairman proceeds to the vote.
In favor: 42,357,556 shares  
Against: 1,464,333 shares  
Abstentions: 1,828,772 shares

As a result, 96.66% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

5b. **Reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2020 AGM (Voting item)**

The Chairman proceeds with the next item on the agenda: reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2020 AGM.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to reappoint Mr. Johannes Fritz as Non-executive Board member as of May 18, 2018, for a period ending at the close of the AGM to be held in 2020.

The Chairman proceeds to the vote.

In favor: 43,077,760 shares  
Votes against: 744,129 shares  
Abstentions: 1,828,772 shares

As a result, 98.30% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

6. **Renewal of the authorization of the Board to repurchase shares in the share capital of the Company (Voting item)**

The Chairman proceeds with the next item on the agenda: renewal of the authorization of the Board to repurchase shares in the share capital of the Company.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to irrevocably authorize the Board to cause the Company to acquire, whether as an on or off financial market purchase, shares in the share capital of the Company under the following conditions:

- this authorization is as from May 18, 2018 for a period of eighteen (18) months up to and including November 17, 2019,
- on such dates and in such portions as the Board may deem appropriate, as long as, such repurchase is limited to a maximum of and the Company will not hold more than 10% of the Company's issued share capital as per May 18, 2018 and
- in consideration of a purchase price per share which shall not be less than the par value of the shares to be repurchased and not be more than 110% of the average closing share
price per share in the Company on the trading venues of the Euronext regulated market of the country in which the purchase is carried out during the five trading days preceding the date on which the shares concerned are acquired by or on behalf of the Company.

The Chairman proceeds to the vote.

In favor: 43,279,359 shares  
Against: 532,469 shares  
Abstentions: 1,838,833 shares

As a result, 98.78% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

7a. **Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders (Voting item)**

The Chairman proceeds with the next item on the agenda: authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to designate the Board of the Company as the authorized corporate body to have the power to resolve upon the issue of shares and to determine the terms and conditions of such issue and to grant rights to acquire shares, up to a total of 5% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for a period of eighteen (18) months, starting on May 18, 2018, with the power to limit or exclude pre-emptive rights accruing to shareholders with respect to such share issues or grants to acquire shares.

The Chairman proceeds to the vote.

In favor: 43,785,449 shares  
Against: 37,205 shares  
Abstentions: 1,828,007 shares

As a result, 99.92% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.
7b. **Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes without the power to limit or exclude pre-emptive rights accruing to shareholders (Voting item)**

The Chairman proceeds with the next item on the agenda: authorization of the Board to issue shares and to grant rights to acquire shares for general purposes without the power to limit or exclude pre-emptive rights accruing to shareholders.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to designate the Board of the Company as the authorized corporate body to have the power to resolve upon the issue of shares and to determine the terms and conditions of such issue and to grant rights to acquire shares, up to a total of 25% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for a period of eighteen (18) months, starting on May 18, 2018, without the power to limit or exclude pre-emptive rights accruing to shareholders with respect to such share issues or grants to acquire shares.

The Chairman proceeds to the vote.

In favor: 43,713,762 shares  
Against: 108,713 shares  
Abstentions: 1,828,186 shares

As a result, 99.75% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

7c. **Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7b for the purpose of M&A and/or (strategic) alliances (Voting item)**

The Chairman proceeds with the next item on the agenda: authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7b for the purpose of M&A and/or (strategic) alliances.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to designate the Board of the Company as the authorized corporate body to have the power to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7b up to 5% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for the purpose of M&A and/or (strategic) alliances for a period of eighteen (18) months, starting on May 18, 2018.

The Chairman proceeds to the vote.
As a result, 97.24% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

7d. **Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7b for the purpose of a non-dilutive tradable rights offering (Voting item)**

The Chairman proceeds with the next item on the agenda: authorization of the Board to limit or exclude part of the pre-emptive rights accruing to shareholders in connection with the above resolution 7b for the purpose of a non-dilutive tradable rights offering.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to designate the Board of the Company as the authorized corporate body to have the power to limit and exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7b up to 10% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for the purpose of a non-dilutive tradable rights offering for a period of eighteen (18) months, starting on May 18, 2018.

The Chairman proceeds to the vote.

In favor: 43,651,038 shares
Against: 170,842 shares
Abstentions: 1,828,781 shares

As a result, 99.61% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

**The agenda items 8 to 11 relate to the recommended public offer made by Thales.**

8. **Explanation of the recommended public offer made by Thales (Discussion item)**

The Chairman proceeds with the next item on the agenda: explanation of the recommended public offer made by Thales (“Offer”), in accordance with section 18 of the Netherlands Decree on Public Takeover Bids.

Mr. Vallée presents a summary of the Offer, which presentation is attached to these minutes.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.
9a. **Conditional amendment of the Articles of Association following Settlement of the Offer (Voting item)**

The Chairman proceeds with the next item on the agenda: conditional amendment of the Articles of Association of the Company following Settlement of the Offer.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholder wishes to ask questions, the Chairman proposes to the General Meeting, subject to the condition of the Settlement Date having occurred to amend the Articles of Association in accordance with Proposal I on or shortly following the Settlement Date and to authorize each Board member, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh in Amsterdam, the Netherlands, to execute such notarial deed of amendment to the Articles of Association and to undertake all other activities that the holder of the power of attorney deems necessary or useful in connection therewith.

The Chairman proceeds to the vote.

In favor: 44,836,873 shares  
Against: 803,776 shares  
Abstentions: 10,012 shares

As a result, 98.24% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

9b. **Conditional conversion of the Company and amendment of the Articles of Association following delisting from Euronext Amsterdam and Euronext Paris (Voting item)**

The Chairman proceeds with the next item on the agenda: conditional conversion of the Company into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) and amendment of the Articles of Association of the Company following delisting from Euronext Amsterdam and Euronext Paris.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholder wishes to ask questions, the Chairman proposes to the General Meeting, subject to the condition precedent of the Settlement Date having occurred to convert the Company into a private limited liability company and to amend the Articles of Association in accordance with Proposal II on or shortly following the date of delisting from Euronext Amsterdam and Euronext Paris and to authorize each Board member, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh in Amsterdam, the Netherlands, to execute such notarial deed of Conversion and amendment to the Articles of Association and to undertake all other activities that the holder of the power of attorney deems necessary or useful in connection therewith.

The Chairman proceeds to the vote.
In favor: 43,018,143 shares  
Against: 803,866 shares  
Abstentions: 1,828,652 shares

As a result, 98.17% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

10a. **Conditional appointment of Mr. Pascal Bouchiat as Non-executive Board member as of Settlement of the Offer** *(Voting item)*

The Chairman proceeds with the next item on the agenda: conditional appointment of Mr. Pascal Bouchiat as Non-executive Board member as of Settlement of the Offer.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to appoint Mr. Pascal Bouchiat as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after Settlement Date, without being remunerated.

The Chairman proceeds to the vote.

In favor: 44,475,738 shares  
Votes against: 1,093,928 shares  
Abstentions: 80,995 shares

As a result, 97.60% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

10b. **Conditional appointment of Mr. Pierre-Eric Pommellet as Non-executive Board member as of Settlement of the Offer** *(Voting item)*

The Chairman proceeds with the next item on the agenda: conditional appointment of Mr. Pierre-Eric Pommellet as Non-executive Board member as of Settlement of the Offer.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to appoint Mr. Pierre-Eric Pommellet as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date, without being remunerated.

The Chairman proceeds to the vote.
In favor: 44,475,360 shares
Votes against: 1,094,306 shares
Abstentions: 80,995 shares

As a result, 97.60% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

10c. Conditional appointment of Ms. Isabelle Simon as Non-executive Board member as of Settlement of the Offer (Voting item)

The Chairman proceeds with the next item on the agenda: conditional appointment of Ms. Isabelle Simon as Non-executive Board member as of Settlement of the Offer.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to appoint Ms. Isabelle Simon as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date, without being remunerated.

The Chairman proceeds to the vote.

In favor: 45,001,603 shares
Votes against: 639,128 shares
Abstentions: 9,930 shares

As a result, 98.60% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the meeting.

10d. Conditional appointment of Ms. Marie-Hélène Sartorius as Non-executive Board member as of Settlement of the Offer (Voting item)

The Chairman proceeds with the next item on the agenda: conditional appointment of Ms. Marie-Hélène Sartorius as independent Non-executive Board member as of Settlement of the Offer.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to appoint Ms. Marie-Hélène Sartorius as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date.

The Chairman proceeds to the vote.
In favor:  43,812,907 shares  
Votes against: 9,004 shares  
Abstentions: 1,828,750 shares

As a result, 99.98% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority. 
The Chairman concludes this item of the meeting.

11a. Discharge of the CEO for the fulfillment of his duties performed in the period following the end of the financial year 2017 (Voting item)

The Chairman proceeds with the next item on the agenda: discharge of the CEO from liability for the fulfillment of his duties performed in the period following the end of the financial year 2017.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to grant the CEO discharge from liability for the fulfillment of his duties performed in the period following the end of the financial year 2017 and up to and including the date of the AGM of May 18, 2018.

The Chairman proceeds to the vote.

In favor:  43,131,635 shares  
Against: 679,980 shares  
Abstentions: 1,839,046 shares

As a result, 98.45% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

11b. Discharge of the Non-executive Board members for the fulfillment of their respective duties performed in the period following the end of the financial year 2017 (Voting item)

The Chairman proceeds with the next item on the agenda: discharge of the Non-executive Board members from liability for the fulfillment of their respective duties performed in the period following the end of the financial year 2017.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to grant the Non-executive Board members discharge from liability for the fulfillment of their respective duties performed in the period following the end of the financial year 2017 and up to and including the date of the AGM of May 18, 2018.

The Chairman proceeds to the vote.
As a result, 98.42% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

11c. **Conditional full and final discharge of the resigning Board members as of Settlement (Voting item)**

The Chairman proceeds with the next item on the agenda: conditional full and final discharge of Mr. Alex Mandl, Ms. Homaira Akbari, Mr. Buford Alexander, Mr. Joop Drechsel, Mr. Johannes Fritz, Mr. John Ormerod, Mr. Olivier Piou, Ms. Jill Smith and Ms. Yen Yen Tan from liability for the fulfillment of their respective duties.

The Chairman gives the shareholders the opportunity to ask questions.

Since none of the shareholders wishes to ask questions, the Chairman proposes to the General Meeting to grant Mr. Alex Mandl, Ms. Homaira Akbari, Mr. Buford Alexander, Mr. Joop Drechsel, Mr. Johannes Fritz, Mr. John Ormerod, Mr. Olivier Piou, Ms. Jill Smith and Ms. Yen Yen Tan full and final discharge from liability for the fulfillment of their respective duties, subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place.

The Chairman proceeds to the vote.

<table>
<thead>
<tr>
<th>In favor:</th>
<th>35,596,538 shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Against:</td>
<td>8,224,156 shares</td>
</tr>
<tr>
<td>Abstentions:</td>
<td>1,829,967 shares</td>
</tr>
</tbody>
</table>

As a result, 81.23% having voted in favor of the resolution, the Chairman records that the resolution is adopted with the required majority.

The Chairman concludes this item of the agenda.

12. **Questions**

The Chairman proceeds with the last item on the agenda and gives the shareholders the opportunity to ask questions with respect to items that have not previously been discussed.

Since none of the shareholders wishes to ask questions, the Chairman concludes this item of the agenda.
13. **Adjournment**

The Chairman thanks all present on behalf of the Board for their attendance at the AGM and for their interest in the Company. He closes the meeting at 10:55 a.m. CEST.

Chairman 
Mr. Alex Mandl

Secretary 
Mr. Jean-Pierre Charlet

*Attachment: Presentations made under item 2 and item 8.*
2018 Annual General Meeting of Shareholders

May 18, 2018
Agenda Items 2 to 7

Annual recurring items

Voting and discussion items
Agenda Item 2a
2017 Annual report
Discussion Item
Disclaimer

This communication does not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Gemalto.

This communication contains certain statements that are neither reported financial results nor other historical information and other statements concerning Gemalto. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, events, products and services and future performance. Forward-looking statements are generally identified by the words “will”, “expects”, “anticipates”, “believes”, “intends”, “estimates”, “target”, and similar expressions. These and other information and statements contained in this communication constitute forward-looking statements for purposes of applicable securities laws. Although management of the Company believes that the expectations reflected in the forward-looking statements are reasonable, investors and security holders are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of the Company, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by the forward-looking information and statements, and the Company cannot guarantee future results, levels of activity, performance or achievements. Factors that could cause actual results to differ materially from those estimated by the forward-looking statements contained in this communication include, but are not limited to: trends in wireless communication and mobile commerce markets; the Company's ability to develop new technology and the effects of competing technologies developed; effects of the intense competition in the Company's main markets; challenges to or loss of intellectual property rights; ability to establish and maintain strategic relationships in its major businesses; ability to develop and take advantage of new software, platforms and services; profitability of the expansion strategy; effects of acquisitions and investments; ability of the Company's to integrate acquired businesses, activities and companies according to expectations; ability of the Company to achieve the expected synergies from acquisitions; and changes in global, political, economic, business, competitive, market and regulatory forces. Moreover, neither the Company nor any other person assumes responsibility for the accuracy and completeness of such forward-looking statements. The forward-looking statements contained in this communication speak only as of the date of this communication and the Company or its representatives are under no duty, and do not undertake, to update any of the forward-looking statements after this date to conform such statements to actual results, to reflect the occurrence of anticipated results or otherwise except as otherwise required by applicable law or regulations.
Basis of preparation

Segment information
The Mobile segment reports on businesses associated with mobile cellular technologies including Machine-to-Machine, mobile secure elements (SIM, embedded secure element) and mobile Platforms & Services. The Payment & Identity segment reports on businesses associated with secure personal interactions including Payment, Government Programs and Enterprise. The acquisition of 3M’s Identity Management business in May 2017 is part of the Government Programs business. In addition to this segment information the Company also reports revenues of Mobile and Payment & Identity by type of activity: Embedded software & Products (E&P) and Platforms & Services (P&S).

Adjusted income statement and profit from operations (PFO)
PFO is a non-GAAP measure defined as IFRS operating profit adjusted for (i) the amortization and impairment of intangibles resulting from acquisitions, (ii) restructuring and acquisition-related expenses, (iii) all equity-based compensation charges and associated costs; and (iv) fair value adjustments upon business acquisitions. In the adjusted income statement, Operating Expenses are defined as the sum of Research and Engineering, Sales and Marketing, General and Administrative expenses, Other income and Other expenses.

Currency exchange rates
In this presentation, revenue variations are at constant exchange rates, and all other figures are at historical exchange rates, except where otherwise noted.

Net debt and net cash
Net debt is a non IFRS measure defined as total borrowings net of cash and cash equivalents. Net cash is a non IFRS measure defined as cash and cash equivalents net of total borrowings.
Full year 2017 Highlights

- Revenue at **€3 billion** with Platforms & Services at **€1 billion**. Second semester revenue up +1% year-on-year at constant exchange rates.

- Profit From Operations (PFO) at **€310 million**

- Transition plan savings of **€15 million**

- Thales launched its offer on all Gemalto shares on December 17th.
## Key figures from full year 2017 financial results

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>€2,972m</td>
<td>(4%)</td>
</tr>
<tr>
<td>Gross profit</td>
<td>€1,105m</td>
<td>37%</td>
</tr>
<tr>
<td>Operating expenses</td>
<td>(€795m)</td>
<td>(27%)</td>
</tr>
<tr>
<td>Profit from operations</td>
<td>€310m</td>
<td>10%</td>
</tr>
<tr>
<td>Earnings per share</td>
<td>€1.96</td>
<td>(35%)</td>
</tr>
</tbody>
</table>

*at historical rates (5%)*

**Gross margin** (3.3 ppt)

**OpEx ratio** (0.7 ppt)

**PFO margin** (4.1 ppt)

Extracts from the adjusted income statement
### Segments key financial information

#### Payment & Identity

<table>
<thead>
<tr>
<th>Revenue (2%)</th>
<th>€1,889m</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross Profit (7%)</td>
<td>€736m</td>
</tr>
<tr>
<td>Gross Margin (1.8ppt)</td>
<td>38.9%</td>
</tr>
<tr>
<td>Profit from operations (20%)</td>
<td>€233m</td>
</tr>
<tr>
<td>PFO Margin (2.6ppt)</td>
<td>12.3%</td>
</tr>
</tbody>
</table>

- Full year revenue at €1,889 million down (2%) from last year
  - Government Programs revenue at €578 million, up +20%
  - Enterprise business revenue at €472 million, up +5%
  - Payment business revenue lower by (15%) year-on-year
- Operating expenses were stable in 2017
  - Increased investments in Enterprise and the addition of Identity Management Business
  - Tightening of operating expenses in the Payment business
- Profit from operations came in at €233 million at 12.3%

#### Mobile

<table>
<thead>
<tr>
<th>Revenue (7%)</th>
<th>€1,078m</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross Profit (22%)</td>
<td>€366m</td>
</tr>
<tr>
<td>Gross Margin (6.1ppt)</td>
<td>34.0%</td>
</tr>
<tr>
<td>Profit from operations (50%)</td>
<td>€86m</td>
</tr>
<tr>
<td>PFO Margin (6.6ppt)</td>
<td>8.0%</td>
</tr>
</tbody>
</table>

- Full year revenue at €1,078 million down (7%) from last year
  - Machine-to-Machine up +10% in 2017 at €348 million
  - SIM business down (15%) to €508 million
  - Mobile Platforms & Services revenue lower by (11%) at €222 million
- Operating expenses decreased by (€19) million
  - Sustained investments in Machine-to-Machine and next generation connectivity
  - Tightening of “cost to serve” SIM business and portfolio optimization
- PFO at €86 million

Gemalto uniquely positioned to accelerate its offerings in public services and expand the use of trusted identities in the commercial realm.

May 1st closing of the acquisition of 3M's Identity Management Business.

Government Programs revenue at €578 million, up +20% of which €123 million from IMB.

Initial deliveries of Identity Management Business core solutions to Gemalto's historical customers.

Won a first large commercial project (banking sector) using IMB biometric technology.

Authenticating and Identifying individuals in a fast and reliable way through the use of unique biological characteristics will enable consumers to have seamless access to services.
# Reconciliation from adjusted financial information to IFRS

<table>
<thead>
<tr>
<th>€ in millions</th>
<th>Adjusted financial information</th>
<th>Fair value adjustment upon acquisitions</th>
<th>Amortization and impairment of intangible assets</th>
<th>Equity based compensation</th>
<th>Restructuring and acquisitions related expenses</th>
<th>IFRS financial information</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>FY 2017</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue</td>
<td>2,972</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,972</td>
</tr>
<tr>
<td>Profit from operations</td>
<td>310</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>IFRS operating profit</td>
<td>(10)</td>
<td>(514)</td>
<td>(37)</td>
<td>(114)</td>
<td></td>
<td>(365)</td>
</tr>
<tr>
<td><strong>FY 2016</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue</td>
<td>3,127</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3,127</td>
</tr>
<tr>
<td>Profit from operations</td>
<td>453</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>IFRS operating profit</td>
<td>(3)</td>
<td>(58)</td>
<td>(9)</td>
<td>(36)</td>
<td></td>
<td>347</td>
</tr>
</tbody>
</table>
Healthy cash generation and strong balance sheet

<table>
<thead>
<tr>
<th></th>
<th>31/12/2016 Net Debt</th>
<th>31/12/2017 Net Debt</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash used by acquisitions</td>
<td>759</td>
<td>684</td>
</tr>
<tr>
<td>Paid Dividend</td>
<td>190</td>
<td></td>
</tr>
<tr>
<td>Others</td>
<td>67</td>
<td>3</td>
</tr>
<tr>
<td>Free Cash Flow generation</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Net Debt / Adj. Ebitda: 1.5x
Transition plan on track

2017

Around €15M Positive PFO impact

Transition plan announcement in H1 2017
1. SIM and related services:
   ✓ Refocus on key geographical areas → adapt sales force
   ✓ Portfolio review in services → Marketing and delivery resource optimization / shut down of a sub business line
2. Payment:
   ✓ Footprint optimization → manufacturing rationalization (i.e. US, China)

On a full year basis

Above €50M Positive PFO impact

1. SIM and related services:
   ✓ Geographical refocus and portfolio review to continue
2. Payment:
   ✓ Further footprint and capacity optimization
   ✓ Increase operating efficiency
3. Full effect of the measures launched in 2017
Sustainability: reporting areas

1. Business and Customers
   - 2016: 87%
   - 2017: 89%
   - Of clients are “satisfied” or “very satisfied”
   - 98%
   - Main suppliers have signed our purchasing CSR charter

2. People
   - 2016: 82%
   - 2017: 80%
   - Satisfaction rate based on our ‘PeopleQuest’ results
   - 119
   - Nationalities across 48 countries

3. Governance and compliance
   - 2016: 91%
   - 2017: 91%
   - Positive response by employees to ethics related question in ‘PeopleQuest’
   - 3600+
   - People trained in trade compliance since 2010

4. Society and community
   - 2016: 54
   - 2017: 61
   - Employee projects funded through the ‘Your World’
   - 1.05bn
   - People reached through our mobile financial services worldwide

5. Environment
   - 2016: 76%
   - 2017: 84%
   - Of workforce based at sites with HSE management System
   - 25Ktons
   - Of CO2eq offset since 2009

In 2015, we carried out an extensive analysis to identify and re-prioritize the topics that are important to Gemalto and our stakeholders.

The results are shaping how we now organize, report and communicate about sustainability. These can be found in details in Gemalto 2017 Sustainability Report.
2018 onward sustainability agenda

From Boardroom to site level, everyone in Gemalto has a role to play in managing sustainability

- Intensify our data security and resilience
- Develop our agile skills and digital learning
- Implement best practices in the protection of personal data
- Build our ‘non-profit program for trust in the digital world’
- Increase our renewable energy use
Risk management
Risk management

The way we manage risk

**Determined by**
Our overall strategy and objectives reflecting our risk appetite

**Governed by**
Policies defining risk management and control standards for all our operations, published on our intranet and regularly updated

**Risk management pillars**

**Shaped by**
Our culture and values, guiding our approach to risk management

**Supported by**
Training on topics such as internal control, ethics, anti-fraud, authority limits, crisis and business continuity management and compliance
Risk management

8 Principal risks & associated mitigation plans

- Market growth
- Competition
- Data protection and cybersecurity, data privacy regulations
- Product quality and service delivery
- Talent management
- Business integrity, ethics and reputation
- IP protection and claims
- Contracts
Application of the remuneration policy in 2017

Discussion Item
## Remuneration

### Remuneration of the Non-executive Board members

**Definition process**
- Remuneration is adopted by the shareholders.

**Latest modification**
- The shareholders adopted an amended remuneration structure for the Non-executive Board members in 2013.

### Remuneration of the CEO

- Remuneration policy is adopted by the shareholders.
- The Board decides on the remuneration of the CEO within the limits of such policy.

The shareholders adopted the remuneration policy in 2008. In 2015, the Board reviewed and adapted the composition of the comparison group in order to improve the level of representativeness in terms of size, industry and geography. The Compensation committee analyzed the competitiveness of the CEO’s remuneration against the two following panels, which include international high-tech and European companies:

<table>
<thead>
<tr>
<th>International high-tech peer companies</th>
<th>French peer companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atos</td>
<td>Idemia</td>
</tr>
<tr>
<td>Cognizant</td>
<td>Infineon Technologies</td>
</tr>
<tr>
<td>Capgemini</td>
<td>Ingenico</td>
</tr>
<tr>
<td>Capita Group</td>
<td>Logitech</td>
</tr>
<tr>
<td>Computacenter</td>
<td>Nexans</td>
</tr>
<tr>
<td>Criteo</td>
<td>STMicroelectronics</td>
</tr>
<tr>
<td>Dassault Systèmes</td>
<td>Technicolor</td>
</tr>
<tr>
<td>Essilor</td>
<td>Thales</td>
</tr>
<tr>
<td>Idemec</td>
<td>Valeo</td>
</tr>
<tr>
<td>Iliad</td>
<td></td>
</tr>
<tr>
<td>Imerys</td>
<td></td>
</tr>
<tr>
<td>Ingenico</td>
<td></td>
</tr>
<tr>
<td>Logitech</td>
<td></td>
</tr>
<tr>
<td>Nexans</td>
<td></td>
</tr>
<tr>
<td>STMicroelectronics</td>
<td></td>
</tr>
<tr>
<td>Technicolor</td>
<td></td>
</tr>
<tr>
<td>Thales</td>
<td></td>
</tr>
<tr>
<td>Valeo</td>
<td></td>
</tr>
</tbody>
</table>

---

21 2018 Annual General Meeting of Shareholders  18 May 2018
Remuneration of the CEO

Gemalto policy is to maintain overall compensation levels at the 60th percentile for on-target performance – and in cases of exceptional performance within the upper quartile – benchmarked against a comparison group of relevant companies, which include international high-tech and European companies. The CEO’s targets for 2018 will be along the same structure as for 2017 and will be linked to the objectives of the new multi-year development plan.

<table>
<thead>
<tr>
<th>Compensation elements</th>
<th>Policy</th>
<th>Compensation in 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Base salary</strong></td>
<td>Benchmark: Median level in comparison group</td>
<td>€750,000</td>
</tr>
<tr>
<td>Fixed part of the annual cash compensation</td>
<td></td>
<td>Unchanged, includes €300,000 as executive Board member of Gemalto N.V.</td>
</tr>
<tr>
<td><strong>Performance related short-term variable incentive</strong></td>
<td>Benchmark: 60th percentile over the years for on-target performance (100% of objectives)</td>
<td>€406,800</td>
</tr>
<tr>
<td>Part of the annual cash compensation focusing on business priorities for the financial year ahead</td>
<td>Variable from 0 to 180% of base salary upon achievements against yearly objectives (120% for on-target), with: Financial targets (2/3 of the variable incentive): Revenue (4/15), Profit from operations (4/15), Free cash flow (2/15) Personal targets (1/3 of the variable incentive): CEO’s specific responsibilities, including customer and employee satisfaction.</td>
<td>Resulting from 45.2% achievement of annual objectives Achievement details: - Revenue: 0% of objective target - Profit from operations: 0% of objective target - Free cash flow: 89% of objective target - Personal targets: 100% of objective target</td>
</tr>
<tr>
<td><strong>Performance related long-term variable incentive</strong></td>
<td>Benchmark: Clearly above median level in comparison group with maximum value equivalent to 250,000 market value share options</td>
<td>0 to 65,000 RSUs with vesting conditions: - Performance: Reaching a certain relative performance of Gemalto Total Shareholder’s return versus the index STOXX Europe 600 Technology Total Shareholder’s Return - Service: Employee of Gemalto on September 30, 2020</td>
</tr>
<tr>
<td>Conditional multi-year share-based plan</td>
<td>Based on Restricted Share Units (RSU) since 2009</td>
<td></td>
</tr>
<tr>
<td><strong>Benefits and mandatory pension contributions</strong></td>
<td>Cost of the mandatory plan required by law in France. No supplemental pension plan is provided.</td>
<td>€60,251</td>
</tr>
</tbody>
</table>
Remuneration of Board members

The current annual remuneration for Non-executive Board members, as approved by the 2013 AGM, is:

- €250,000 for the Non-executive Chairman of the Board.
- €70,000 for each other Non-executive Board member.
- Additional €16,000 for each member of the Audit committee and €30,000 for the committee chairman.
- Additional €8,000 for each member of every other Board committee and €15,000 for the committee chairman.

<table>
<thead>
<tr>
<th>In Euros</th>
<th>2017 total</th>
<th>Board</th>
<th>Audit committee</th>
<th>Nomination and Governance committee</th>
<th>Compensation committee</th>
<th>M&amp;A committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alex Mandl</td>
<td>265,000</td>
<td>250,000</td>
<td>-</td>
<td>15,000</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Philippe Vallée**</td>
<td>300,000</td>
<td>300,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Homaira Akbari</td>
<td>94,000</td>
<td>70,000</td>
<td>16,000</td>
<td>-</td>
<td>-</td>
<td>8,000</td>
</tr>
<tr>
<td>Buford Alexander</td>
<td>86,000</td>
<td>70,000</td>
<td>-</td>
<td>8,000</td>
<td>-</td>
<td>8,000</td>
</tr>
<tr>
<td>Philippe Alfroid</td>
<td>93,000</td>
<td>70,000</td>
<td>-</td>
<td>-</td>
<td>15,000</td>
<td>8,000</td>
</tr>
<tr>
<td>Joop Drechsel</td>
<td>97,567</td>
<td>70,000</td>
<td>19,567*</td>
<td>-</td>
<td>8,000</td>
<td>-</td>
</tr>
<tr>
<td>Johannes Fritz</td>
<td>93,000</td>
<td>70,000</td>
<td>-</td>
<td>8,000</td>
<td>-</td>
<td>15,000</td>
</tr>
<tr>
<td>John Ormerod</td>
<td>104,433</td>
<td>70,000</td>
<td>26,433*</td>
<td>-</td>
<td>8,000</td>
<td>-</td>
</tr>
<tr>
<td>Olivier Piou</td>
<td>90,055</td>
<td>70,000</td>
<td>13,370*</td>
<td>-</td>
<td>-</td>
<td>6,685*</td>
</tr>
<tr>
<td>Jill Smith***</td>
<td>58,718</td>
<td>43,726</td>
<td>9,995</td>
<td>-</td>
<td>4,997</td>
<td>-</td>
</tr>
<tr>
<td>Yen Yen Tan</td>
<td>86,000</td>
<td>70,000</td>
<td>-</td>
<td>8,000</td>
<td>-</td>
<td>8,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,367,773</strong></td>
<td><strong>1,153,726</strong></td>
<td><strong>85,365</strong></td>
<td><strong>39,000</strong></td>
<td><strong>35,997</strong></td>
<td><strong>53,685</strong></td>
</tr>
</tbody>
</table>

* Changes in committee composition during the year: amount paid pro rata.
** Fixed fee for his position as executive Board member. For an overview of his compensation, please refer to page 58.
*** Joined as Board member during the year: amount paid pro rata.

18 May 2018
2018 Annual General Meeting of Shareholders
18 May 2018
Corporate Governance Structure and compliance with the Dutch Corporate Governance Code (2016)

The corporate governance structure is described in detail in the 2017 Annual Report.

The Board agrees with the Dutch corporate governance code’s general approach and the majority of its principles and best practice provisions.

In accordance with the 2016 code’s ‘comply or explain’ principle, the departures from its provisions are explained in the Annual Report.
Agenda Item 2d - Voting item

Proposed resolution:

“To adopt the Company’s 2017 Financial Statements, as drawn up by the Board.”
Dividend Policy

The Company’s policy on additions to reserves and distributions of dividends is that the amount of dividends to be paid by the Company to its shareholders shall be determined by taking into consideration the Company’s capital requirements, return on capital, current and future rates of return and market practices, notably in its business sector, as regards the distribution of dividends.
No Dividend for the 2017 financial year

Given the special circumstances of the public offer made by Thales, the Board prefers to leave the shares “cum dividend” and make use of its discretionary power under the Articles of Association to allocate the full amount of results as they appear from the adopted Financial Statements over the financial year 2017 to the retained earnings of the Company.
Agenda Item 4a – Voting item

Proposed resolution:

“To discharge the Chief Executive Officer from liability for the fulfillment of his duties during the 2017 financial year.”
Agenda Item 4b – Voting item

Proposed resolution:

“To discharge the Non-executive Board members from liability for the fulfillment of their respective duties during the 2017 financial year.”
Agenda Item 5a – Voting item

Proposed resolution:

“To reappoint Mr. Philippe Alfroid as Non-executive Board member as of May 18, 2018, for a period ending at the close of the AGM to be held in 2020.”
Agenda Item 5b – Voting item

Proposed resolution:

“To reappoint Mr. Johannes Fritz as Non-executive Board member as of May 18, 2018, for a period ending at the close of the AGM to be held in 2020.”
Agenda Item 6 – Voting item

Proposed resolution:

“To irrevocably authorize the Board to cause the Company to acquire, whether as an on or off financial market purchase, shares in the share capital of the Company under the following conditions:

- this authorization is as from May 18, 2018 for a period of eighteen (18) months up to and including November 17, 2019,
- on such dates and in such portions as the Board may deem appropriate, as long as, such repurchase is limited to a maximum of and the Company will not hold more than 10% of the Company’s issued share capital as per May 18, 2018, and
- in consideration of a purchase price per share which shall not be less than the par value of the shares to be repurchased and not be more than 110% of the average closing share price per share in the Company on the trading venues of the Euronext regulated market of the country in which the purchase is carried out during the five trading days preceding the date on which the shares concerned are acquired by or on behalf of the Company.”
Agenda Item 7a – Voting item

Proposed resolution:

“To designate the Board of the Company as the authorized corporate body to have the power to resolve upon the issue of shares and to determine the terms and conditions of such issue and to grant rights to acquire shares, up to a total of 5% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for a period of eighteen (18) months, starting on May 18, 2018, with the power to limit or exclude pre-emptive rights accruing to shareholders with respect to such share issues or grants to acquire shares.”
Agenda Item 7b – Voting item

Proposed resolution:

“To designate the Board of the Company as the authorized corporate body to have the power to resolve upon the issue of shares and to determine the terms and conditions of such issue and to grant rights to acquire shares, up to a total of 25% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for a period of eighteen (18) months, starting on May 18, 2018, without the power to limit or exclude pre-emptive rights accruing to shareholders with respect to such share issues or grants to acquire shares.”
Agenda Item 7c – Voting item

Proposed resolution:

“To designate the Board of the Company as the authorized corporate body to have the power to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7.b up to 5% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for the purpose of M&A and/or (strategic) alliances for a period of eighteen (18) months, starting on May 18, 2018.”
Agenda Item 7d – Voting item

Proposed resolution:

“To designate the Board of the Company as the authorized corporate body to have the power to limit and exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7.b up to 10% of the issued share capital at the date of the 2018 AGM, i.e. May 18, 2018, for the purpose of a non-dilutive tradable rights offering for a period of eighteen (18) months, starting on May 18, 2018.”
Agenda Items 8 to 11

The recommended public offer made by Thales

Voting and discussion items
Explanation of the recommended offer made by Thales

Discussion Item
Transaction highlights

- Recommended all-cash offer for all the issued and outstanding Ordinary Shares in the capital of Gemalto

- Gemalto and Thales intend to create a leading global player in digital security

- Offer Price of EUR 51.00 per Ordinary Share (cum dividend), values Gemalto at approximately EUR 4.8 billion

- Offer price represents a premium of 57% over Gemalto’s unaffected closing Share price as of 8 December 2017

- Initial Acceptance Period from 28 March 2018 to 6 June 2018. This period will be extended until customary conditions are met, in particular obtaining the required regulatory clearances (long stop date: 31 March 2019)

- Payment of the Offer Price will be at Settlement, expected in the course of the second half of 2018

Note: capitalized terms used in this section have the meaning attributed to them in the offer document dated 27 March 2018
Chronological sequence of events

- 4 October / 15 November 2017: Preliminary and exploratory discussions between Thales and Gemalto
- 28 November 2017: Gemalto receives unsolicited and unconditional proposal from Atos
- 13 December 2017: Gemalto rejects Atos’ offer as it was not compelling when compared to Gemalto’s standalone strategy
- 17 December 2017: Thales and Gemalto announce they have reached an agreement on the Offer
- 28 March 2018/ 6 June 2018: Initial Acceptance Period
- 18 May 2018: AGM Gemalto
- Second half 2018: Expected Settlement of the Offer
Creation of a global digital security leader

- Gemalto and Thales have the intention to create a leading global player in digital security:
  - Acceleration of Gemalto’s standalone strategy within the Thales group and of Thales’s digital strategy
  - Unique and innovative technology portfolio in IoT, mobile and cloud worlds
  - Creation of a global leader in digital security and cybersecurity
  - Capacity to address all customer digital security needs
  - R&D: the common DNA of Thales’s and Gemalto’s digital businesses

- The Gemalto Board fully supports and unanimously recommends to the Shareholders to tender their Shares

- All members of the Gemalto Board have irrevocably committed to tender all of their Shares into the Offer
Non-financial covenants to protect interests of Gemalto and its stakeholders

In case of successful offer

- Minority protection:
  - Protection against unfair dilution or unequal treatment of shareholders and other stakeholders
  - Certain veto rights for two independent Gemalto Board members
  - Non-financial covenants in principal cease to apply after two years
  - If Offer is closed at acceptance level lower than 67%, Thales and Gemalto will discuss whether additional governance arrangements need to be taken

- Organization:
  - Thales shall create a “Digital Security” global business unit (DIS GBU), headquartered in the Paris region by contributing its world class digital-security business to Gemalto
  - R&D expenditures in the coming years will be in excess of the current combined R&D expenditures of Thales and Gemalto. The current Gemalto R&D activity will remain within the DIS GBU
  - Gemalto’s brand will be maintained
Non-financial covenants (cont’d)

- Employees:
  - Existing rights of Gemalto employees will be respected
  - Individuals currently holding management and staff positions within Gemalto will be given fair opportunities in the DIS GBU or the Thales Group pursuant to the “best fit for the job” principle
  - Gemalto employees will have access to Thales internal learning capabilities

- Finance:
  - Thales will continue to remain disciplined from a financing standpoint (i.e. no excessive leverage ratio’s at Gemalto level)

- Integration Committee:
  - Integration Committee will be established as of the Settlement Date and composed of representatives of both Thales and Gemalto. The Integration Committee will determine an integration plan, monitor its implementation and do all things necessary to assist and facilitate the integration
Future composition of the Gemalto Board

- Philippe Vallée (CEO)
- Pascal Bouchiat (non-executive director)
- Pierre-Eric Pommellet (non-executive director)
- Isabelle Simon (non-executive director)
- Philippe Alfroid (independent non-executive director)
- Marie-Hélène Sartorius (independent non-executive director)
Regulatory clearances

- Filings to obtain the required clearances from the competent antitrust authorities in Australia, the European Union, China, Israel, Mexico, New Zealand, Russia, South Africa, Turkey, and the United States

- Filings to obtain approval from the Committee on Foreign Investments in the United States and similar regulatory clearances from the competent authorities in Australia, Canada and Russia

- Expect to have obtained all regulatory clearances in the course of the second half of 2018

- Thales will timely request an exemption from the AFM and extend the Acceptance Period until such time as Thales, in consultation with Gemalto, reasonably believes is necessary to obtain the required regulatory clearances
Declaring the Offer unconditional

- Thales must declare the Offer unconditional if the Acceptance Level by Gemalto shareholders is >67% and all other conditions are satisfied or waived. If the Acceptance Level is below 67% but above 50%, Thales can choose to declare the Offer unconditional.

- The consummation of the Offer is further subject to:
  - Having obtained the required regulatory clearances by the closing of the Acceptance Period;
  - No material adverse effect having occurred and be continuing;
  - No material breach of the merger agreement having occurred; and
  - No Superior Offer having been made or agreed upon.

- Ultimately on the third business day following the Acceptance Closing Date, Thales will determine whether the Offer is unconditional.

- Post-Closing Acceptance Period of max. two weeks to enable shareholders to tender their shares under the same terms and conditions applicable to the Offer.

- Settlement Date no later than five business days after the Offer having been declared unconditional.
Liquidity and delisting

- **Delisting:** Thales and Gemalto intend to procure the delisting of the Shares on Euronext Amsterdam and Euronext Paris as soon as possible. This may further adversely affect the liquidity and market value of any Shares not tendered.

- **Squeeze-out Procedure:** If Thales hold at least 95% of the outstanding issued share capital of Gemalto, Thales intends to commence a compulsory acquisition procedure or the takeover buy-out procedure to buy out the Shareholders that have not tendered their Shares into the Offer.

- **Post/Settlement restructuring measures:** If Thales does not hold 95% or more of the outstanding issued share capital of Gemalto, Thales may restructure the Gemalto Group for the purpose of acquiring 100% of the Shares. Thales may delist Gemalto in accordance with the merger rules and the applicable laws, even though some of the restructurings may have the effect of diluting the interest of any remaining minority Shareholders.
Conclusions

The Gemalto Board unanimously recommends the Offer and concludes that the Offer provides a strategic direction that is in the best interest of Gemalto and all its stakeholders

- The Board followed a careful process, and reviewed the Offer (including the strategic, financial and non-financial aspects of the Offer for all the stakeholders) and all strategic alternatives, including Atos’ proposal

- The Board supports the strategic direction for Gemalto as part of the Thales group, creating a leading global leader in digital security

- Offer is attractive for Gemalto’s Shareholders and financing is fully committed

- The position of all stakeholders is adequately protected, including through the non-financial covenants

- All regulatory clearances are expected to be obtained in the course of the second half of 2018
Agenda Item 9a – Voting item

Proposed resolution:

“The Subject to the condition of the Settlement Date having occurred to amend the Articles of Association in accordance with Proposal I on or shortly following the Settlement Date and to authorize each Board member, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh in Amsterdam, The Netherlands, to execute such notarial deed of amendment to the Articles of Association and to undertake all other activities that the holder of the power of attorney deems necessary or useful in connection therewith.”
Agenda Item 9b – Voting item

Proposed resolution:

“Subject to the condition precedent of the Settlement Date having occurred to convert Gemalto into a private limited liability company and to amend the Articles of Association in accordance with Proposal II on or shortly following the date of delisting from Euronext Amsterdam and Euronext Paris and to authorize each Board member, as well as each (deputy) civil law notary and paralegal employed by Allen & Overy LLP and/or NautaDutilh in Amsterdam, The Netherlands, to execute such notarial deed of Conversion and amendment to the Articles of Association and to undertake all other activities that the holder of the power of attorney deems necessary or useful in connection therewith.”
Agenda Item 10a – Voting item

Proposed resolution:

“To appoint Mr. Pascal Bouchiat as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after Settlement Date, without being remunerated.”
Proposed resolution:

“To appoint Mr. Pierre-Eric Pommellet as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date, without being remunerated.”
Agenda Item 10c – Voting item

Proposed resolution:

“To appoint Ms. Isabelle Simon as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date, without being remunerated.”
Agenda Item 10d – Voting item

Proposed resolution:

“To appoint Ms. Marie-Hélène Sartorius as Non-executive Board member subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place, effective as of Settlement, for a period ending on the day two years after the Settlement Date.”
Agenda Item 11a – Voting item

Proposed resolution:

“To grant the Chief Executive Officer discharge from liability for the fulfillment of his duties performed in the period following the end of the financial year 2017 and up to and including the date of the AGM of May 18, 2018”.
Proposed resolution:

“To grant the Non-executive Board members discharge from liability for the fulfillment of their respective duties performed in the period following the end of the financial year 2017 and up to and including the date of the AGM of May 18, 2018”.
Agenda Item 11c – Voting item

Proposed resolution:

“To grant Mr. Alex Mandl, Ms. Homaira Akbari, Mr. Buford Alexander, Mr. Joop Drechsel, Mr. Johannes Fritz, Mr. John Ormerod, Mr. Olivier Piou, Ms. Jill Smith and Ms. Yen Yen Tan full and final discharge from liability for the fulfillment of their respective duties, subject to the conditions precedent that the Offer is declared unconditional and that Settlement has taken place.”
Agenda Item 12

Questions
Gemalto
Enabling trust in the digital world

- World Leader in Digital Security
- Markets in Strong Development
- Unique Technology Portfolio
- Blue Chip Customers
- Large Free Float and Robust Financials
- A Business Model with Strong Leverage on Growth