SUMMARY

GEMALTO N.V.

(a public limited liability company incorporated under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands)

This summary (the "**Summary**") is published in connection with the admission to listing and trading (the "**Listing**") of 88,015,844 ordinary shares (the "**Listing Shares**") in the capital of Gemalto N.V. ("**Gemalto**" or the "**Company**", which shall, where the context so requires, include one or more of its subsidiaries) with a nominal value of €1.00 per share.

This Summary constitutes a summary for the purpose of article 24 of EC Regulation 809/2004 (the "**Prospectus Regulation**"), as amended from time to time, and has been prepared pursuant to article 5:2 of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht)* (the "**DFMSA**") and the rules promulgated thereunder. This Securities Note has been approved by and filed with The Netherlands Authority for the Financial Markets (*autoriteit financiele markten*) (the "**AFM**").

This Summary may only be used in connection with the admission to listing and trading of the Listing Shares on Euronext Amsterdam by NYSE Euronext ("**Euronext Amsterdam**") and constitutes a prospectus in accordance with Directive 2003/71/EC, as amended from time to time, when supplemented by the registration document for the purpose of article 4 of the Prospectus Regulation, dated 20 March 2013 (the "**Registration Document**") and the securities note for the purpose of article 6 of the Prospectus Regulation, dated 20 March 2013 (the "**Securities Note**"), each of which have been approved and filed with the AFM (together the "**Prospectus**").

This Summary is made up of disclosure requirements known as 'Elements'. These Elements are numbered in sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of "not applicable".

20 March 2013

Section A – Introduction and warnings

Element	Disclosure requirement
A.1	This Summary should be read as an introduction to the Prospectus; Any decision to invest in the Listing Shares should be based on consideration of the Prospectus as a whole by the investor; Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Listing Shares.
A.2	Not applicable; there will be no subsequent resale or final placement of securities by financial intermediaries.

Section B — Issuer

Element	Description	Disclosure requirement
B.1	**Legal and commercial name issuer**	Gemalto N.V.
B.2	**Domicile / legal form / legislation / country of incorporation**	Gemalto is a public limited liability company incorporated under the laws of the Netherlands and has its corporate seat in Amsterdam, the Netherlands.
B.3	**Current operations / principal activities / products / services / principal markets**	Gemalto is an international company providing technologies and services for digital security. It notably provides secure software embedded in electronic devices and back-office software to protect identities and transactions of digital networks users. Embedded software (operating systems and applications) may be delivered stand-alone or be bundled with many forms of personal device for convenient use: Subscriber Identity Modules (SIM), smart payment cards, electronic passports and identity documents, USB keys, tokens, M2M modules, etc. Back-office software is an integral part of Gemalto digital security solutions. It is licensed or serviced to manage deployment and use of sensitive identity and transaction information. Gemalto reports its financial results under four main segments: • Mobile Communication • Machine-to-Machine • Secure Transactions and • Security. There is also a fifth, minor segment, Patents. The four main segments relate to six markets: • Telecommunications • Machine-to-Machine • Financial Services & Retail, PayTV, and Transport • eBanking and eCommerce • Government • Identity and Access. Gemalto's clients are based in approximately 190 countries, and include approximately 450 wireless operators, 3,000 financial institutions, the administrations of 80 eGovernment programs and numerous enterprises which use its solutions to deliver mobile services, payment security, authenticated cloud access, identity and privacy protection, eHealthcare and eGovernment services, transport ticketing and Machine-to-

Element	Description	Disclosure requirement
		Machine (M2M) applications. No customer represents more than 5 per cent. of Gemalto's annual revenue.
B.4a	**Recent trends**	The digital universe abounds with opportunities. For astute organizations, the prospects are considerable. Gemalto believes there are five key trends with strong growth potential for our Company; (i) things are becoming connected, (ii) people are getting much more mobile, (iii) electronic payment is spreading rapidly, (iv) internet users are demanding more safety; (v) governments are going digital. Over time, Gemalto's markets have evolved and multiplied as the diversity and volume of digital interactions between users and organizations has grown. In this increasingly connected society, services like payment, transport, cloud IT and internet services need and benefit from our expertise in cryptography, secure software and sensitive data management. While the continuing equipment of partially penetrated markets offers numerous growth opportunities, demands from other adjacent markets are also materializing. The benefits of our convenient, efficient solutions are enabling trusted remote interactions between people and businesses across a multitude of digital networks. In order to grow in this rapidly changing domain, we follow a clear strategy. Our approach is based on three pillars that enable us to consistently transform our Company and thrive in the fast-paced sectors in which we operate. These pillars drive our financial performance and ensure the sustainability of our business. They center on our technological leadership, our ability to scale profitably and our flexibility and commitment to exceptional execution. On these foundations, our management aims to balance additional improvements in key financial indicators in the near-term without disturbing our long-term development. This balance is at the heart of the way we deliver value to our clients, employees, and shareholders.
B.5	**Group**	Gemalto N.V. is the parent company of the Gemalto Group (the "**Group**"). The Group includes all entities listed under 'Consolidated Entities' on page 98-100 of the 2012 Annual Report (note 35 to the consolidated financial statements). For these entities the percentage of voting rights equals the percentage of ownership interest, with the exception of Trusted Labs S.A.S., Gemalto Southern Africa Pty Ltd and Plastkart for which the percentage of voting rights are 49 per cent., 70 per cent. and 98 per cent. respectively.
B.6	**Shareholders**	The following table lists the shareholders on record in the AFM register on 12 March 2013 that declared a capital interest and/or voting rights of five percent or more in Gemalto. **Disclosure notification date and notifying party** 28 May 2009 Caisse des Depots et Consignations (CDC) — 8.43% capital interest and voting rights 16 January 2013 Capital Group International Inc — 0% capital interest 5.04% voting rights 16 January 2013 Capital Research and Management Company — 0% capital interest 5.04% voting rights None of Gemalto's major shareholders have different voting rights than the other shareholders and Gemalto is not directly or indirectly owned or controlled by any other party.
B.7	**Historical key financial information regarding the issuer, prepared in accordance with the International Financial Reporting Standards (IFRSs).**	

Element	Description	Disclosure requirement
	The following information is derived from the audited consolidated financial statements for the years 2012, 2011 and 2010 contained in the annual reports 2012, 2011 and 2010 respectively, all incorporated by reference in this Prospectus. The data should be read in conjunction with the consolidated financial statements and the related notes that have been incorporated by reference in this Prospectus, and with the rest of this Prospectus, including "Operating and Financial Review":	

Consolidated statement of financial position

In thousands of Euro	Year ended December 31, 2012	2011	2010
Assets			
Non-current assets			
Property, plant and equipment, net	237,444	222,892	217,211
Goodwill, net	852,240	812,959	798,993
Intangible assets, net	198,660	159,223	152,561
Investments in associates	25,697	13,783	10,934
Deferred income tax assets	108,027	89,721	51,318
Available-for-sale financial assets, net	–	–	1,667
Other non-current assets	48,883	44,014	33,335
Derivative financial instruments	14,290	7,006	7,451
Total non-current assets	**1,485,241**	**1,349,598**	**1,273,470**
Current assets			
Inventories, net	185,535	172,667	155,254
Trade and other receivables, net	652,752	558,757	537,099
Derivative financial instruments	19,340	8,426	7,937
Cash and cash equivalents	358,610	330,384	256,110
Total current assets	**1,216,237**	**1,070,234**	**956,400**
Assets held for sale	**13,210**	**1,711**	**57,183**
Total assets	**2,714,688**	**2,421,543**	**2,287,053**
Equity			
Share capital	88,016	88,016	88,016
Share premium	1,207,195	1,209,216	1,209,437
Treasury shares	(151,753)	(156,531)	(132,046)
Fair value and other reserves	123,388	87,006	79,962
Cumulative translation adjustments	81	8,102	5,879
Retained earnings	654,795	480,702	344,302
Capital and reserves attributable to the owners of the Company	**1,921,722**	**1,716,511**	**1,595,550**
Non-controlling interests	**10,590**	**4,225**	**14,757**
Total equity	**1,932,312**	**1,720,736**	**1,610,307**
Liabilities			
Non-current liabilities			
Borrowings	3,674	5,762	14,772
Deferred income tax liabilities	31,994	23,805	19,213
Employee benefit obligations	80,039	51,470	43,587
Provisions and other liabilities	84,439	76,228	71,712
Derivative financial instruments	277	9,704	764
Total non-current liabilities	**200,423**	**166,969**	**150,048**
Current liabilities			
Borrowings	6,564	15,261	5,423
Trade and other payables	539,401	467,215	463,094
Current income tax liabilities	23,218	22,331	15,754
Provisions and other liabilities	6,990	10,083	13,710
Derivative financial instruments	4,803	18,948	8,929
Total current liabilities	**580,976**	**533,838**	**506,910**
Liabilities associated with assets held for sale	**977**	**-**	**19,788**
Total liabilities	**782,376**	**700,807**	**676,746**
Total equity and liabilities	**2,714,688**	**2,421,543**	**2,287,053**

Consolidated income statement

In thousands of Euro	2012	Year ended December 31, 2011	2010
Continuing operations			
Revenue	2,245,500	2,015,384	1,905,568
Cost of sales	(1,387,599)	(1,266,802)	(1,218,720)
Gross profit	**857,901**	**748,582**	**686,848**
Operating expenses			
Research and engineering	(141,139)	(118,092)	(104,612)
Sales and marketing	(316,451)	(288,895)	(267,545)
General and administrative	(147,730)	(137,299)	(127,621)
Gain on remeasurement to fair value of an investment in associate	–	19,240	–
Gain on sale of a subsidiary	5,584	–	–
Other income (expense), net	9,490	33	8,406
Restructuring and acquisition-related expenses	(7,911)	(15,374)	(9,268)
Amortization and depreciation of intangibles resulting from acquisitions	(20,985)	(24,813)	(22,792)
Operating profit	**238,759**	**183,382**	**163,416**
Financial income (expense), net	(11,433)	(12,504)	796
Share of profit of associates[1]	1,801	5,714	1,717
Profit before income tax	**229,127**	**176,592**	**165,929**
Income tax (expense)	(28,206)	(13,670)	3,871
Profit from continuing operations	**200,921**	**162,922**	**169,800**
Discontinued operation			
Profit (loss) from discontinued operation (net of income tax)	–	(1,554)	(2,422)
Profit for the period	**200,921**	**161,368**	**167,378**
Attributable to:			
Owners of the Company	201,041	160,115	163,920
Non-controlling interests	(120)	1,253	3,458
Earnings per share			
Basic earnings per share	2.41	1.93	1.97
Diluted earnings per share	2.31	1.88	1.94
Earnings per share – continuing operations			
Basic earnings per share	2.41	1.95	2.00
Diluted earnings per share	2.31	1.89	1.97
Weighted average number of shares outstanding (in thousands)	83,310	83,086	83,031
Weighted average number of shares outstanding assuming dilution (in thousands)	87,130	85,383	84,400

Consolidated statement of comprehensive income

In thousands of Euro	2012	Year ended December 31, 2011	2010
Profit for the period	**200,921**	**161,368**	**167,378**
Other comprehensive income that can be reclassified to income statement:			
Currency translation adjustments	(9,265)	4,252	30,426
Currency translation adjustments: transfer to income statement financial expense/(financial income) upon loss of control	1,007	(1,952)	(197)
Revaluation of available-for-sale financial assets	–	–	808
Transfer to income statement (financial expense) on disposal of available-for-sale financial assets	–	–	764
Transfer of accumulated fair value on available-for-sale financial assets to investments in associates upon change in consolidation method	-	(662)	-
Effective portion of gains and losses on cash flow hedging	33,914	(14,649)	1,071
Deferred tax on cash flow hedging gains and losses	(11,150)	–	–

[1] The amount reported in 2011 includes the remeasurement to fair value of previously held interest in AB Svenska Pass for €4,180.

In thousands of Euro	2012	2011	2010
		Year ended December 31,	
Currency translation differences on other comprehensive income items	(284)	(492)	(938)
Other comprehensive income that cannot be reclassified to income			
Actuarial gains and losses on employee benefit obligations	(10,676)	(4,044)	(3,654)
Deferred tax on actuarial gains and losses	5,178	288	1,252
Total other comprehensive income for the period, net of tax	**8,724**	**(17,259)**	**29,532**
Total comprehensive income for the period, net of tax	**209,645**	**144,109**	**196,910**
Attributable to:			
Owners of the Company	210,002	142,823	191,981
Non-controlling interests	(357)	1,286	4,929

Consolidated cash flow statement

In thousands of Euro	2012	2011	2010
		Year ended December 31,	
Profit for the period including Non-controlling interests	**200,921**	**161,368**	**167,378**
Adjusted for:			
Tax	28,206	13,670	(3,871)
Research tax credit	(11,278)	(11,492)	(12,305)
Depreciation, amortization and impairment	96,000	88,984	85,289
Share-based payment expense	35,411	29,346	19,447
Gains and losses on sale of fixed assets and write-offs	1,374	5,513	638
Gains and losses on sale of assets held for sale	(5,584)	-	730
Gains and losses on remeasurement to fair value of an investment in associate		(19,240)	-
Remeasurement to fair value of assets held for sale	1,571	-	-
Operating income from subsidiary classified as held for sale		(3,287)	-
Loss on sale of a discontinued operation, net of tax		142	3,087
Cumulated translation adjustment transferred to financial income upon liquidation of consolidated entities	1,007	(1,952)	(197)
Net movement in provisions and other liabilities	(11,956)	(1,332)	(25,994)
Employee benefit obligations	5,880	3,436	1,164
Interest income	(3,478)	(3,203)	(6,989)
Interest expense and other financial expense	5,035	7,896	4,419
Share of profit from associates	(1,801)	(5,714)	(1,717)
Changes in current assets and liabilities (excluding the effects of acquisitions and exchange differences in consolidation):			
Inventories	(6,558)	(15,768)	(4,390)
Trade and other receivables	(72,792)	11,090	(46,632)
Derivative financial instruments	(483)	4,243	4,160
Trade and other payables	61,349	(1,160)	8,727
Cash generated from operations	**322,824**	**262,540**	**192,944**
Income tax paid	(37,728)	(51,453)	(19,260)
Net cash provided by operating activities	**285,096**	**211,087**	**173,684**
Cash flows provided by (used in) investing activities			
Acquisition of subsidiaries, net of cash acquired	(67,936)	(16,660)	(195,325)
Acquisition of business	-	-	(856)
Purchase of property, plant and equipment	(70,031)	(53,074)	(44,214)
Proceeds from sale of property, plant & equipment	2,157	1,207	786
Acquisition and capitalization of intangible assets	(56,898)	(41,081)	(29,438)
Proceeds from sale of non-current assets	1,751	76	246
Loan to investments in associate	2,765	(2,886)	-
Proceeds from sale of an available-for-sale financial asset	-	-	430
Proceeds from sale of a subsidiary	5,485	-	-
Proceeds from sale of investments in associate	-	18,000	-
Purchase of investments in associate	(10,593)	(1,407)	(2,000)
Proceeds from sale of a discontinued operation	-	-	7,374
Interest paid	(1,391)	(1,334)	(1,513)
Interest received	3,412	3,197	3,332
Dividends received from investments in associates	137	12,340	1,502
Net cash used in investing activities	(191,142)	(81,622)	(259,676)

In thousands of Euro	2012	Year ended December 31, 2011	2010
Cash flows provided by (used in) financing activities			
Purchase of non-controlling interests in subsidiaries	(2,709)	(352)	-
Proceeds from exercise of share options	33,428	33,848	15,604
Purchase of Treasury shares (net)	(45,160)	(61,120)	(38,713)
Repayments of borrowings	(16,056)	(4,099)	(5,322)
Dividends paid to owners of the Company	(25,840)	(23,275)	(20,844)
Dividends paid to non-controlling interests	(168)	(1,920)	(869)
Net cash used in financing activities	(56,505)	(56,918)	(50,144)
Net increase (decrease) in cash and bank overdrafts	**37,449**	**72,547**	**(136,136)**
Cash and bank overdrafts, beginning of period	**330,069**	**275,301**	**402,174**
Change in cash and cash equivalent due to change in consolidation method	-	(19,403)	-
Currency translation effect on cash and bank overdrafts	(4,478)	1,624	9,263
Cash and bank overdrafts, end of period	**363,040**	**330,069**	**275,301**

B.7	**Description of significant change to the issuer's financial condition and operating results during or subsequent to the period covered by the historical key financial information** To better assess its past and future performance, the Company analysis as described below is performed on the basis of adjusted measures. Please refer to the adjusted measures definition presented in the Annual Report for the years 2010, 2011 and 2012 on pages 147, 147, 115 respectively. **Financial Year 2012:** Revenue of the Company for all its operations reached €2.25 billion. The largest part of the growth was provided by the Mobile Communication and Security segments which generated additional revenue of €204 million. Secure Transactions and Machine-to-Machine also contributed positively to revenue growth. Across all segments, Platforms & Services activities grew by +26%, to account for €392 million in 2012, generating 40% of the total Company growth and further increasing their share of the Company's revenue. In the mobile payment and the government sectors substantial long-term contracts were signed and their deployments initiated. Gross profit for the Company was up +15%, or €113 million, to €864 million. This represents a gross margin of 38.5%, higher by +1.2 percentage point on 2011. This gross profit improvement was driven by gross margin increases in the Mobile Communication and Secure Transactions segments as well as by revenue growth in Security. Globally, additional revenue came in at higher gross margin due to the greater proportion of Platforms & Services revenue and to an improved product mix, particularly in the Mobile Communication segment. Operating expenses increased by 8% to €558 million, representing an essentially stable ratio to revenue of 25%. Expenses in operating resources grew in all segments, especially in research and development, to support project deployments and future growth opportunities. This resulted in a sequential increase in operating expenses, with €298 million for the second semester when excluding Other Income. Full year profit from all operations came in at €306 million, up a remarkable +20% on the previous year's performance that benefited from the one-time positive contribution from a gain on the re-measurement to fair value of Gemalto's investment in a Chinese JV. Driven by the positive developments in all main segments, the year-on-year positive variation in profit from ongoing operations reached +26%, settling at €305 million despite a €9 million decrease in profit from operations recorded in the Patents segment, related to ongoing litigation the Company initiated in the United States. Continuing deployments of fourth generation mobile networks, acceleration in the deployment of infrastructures enabling mobile payment services and increasing adoption of electronic identity programs supported the improvement. Platforms & Services activities contributed markedly to the profit increase through strong revenue growth and better absorption of operating costs, which had increased substantially in these activities since the beginning of the current long-term strategic plan in preparation for the strong involvement of Gemalto in mobile payment service deployments. Financial income was a charge of €11 million for the year, lower by €1 million on 2011. Net interest income was a charge of €1 million and the foreign exchange transactions and hedging instruments re-evaluation at year-end generated a charge of €5 million. The remaining charges were

mainly related to reassessment at fair value of financial liabilities. Share of profit of associates was lowered by €4 million to €2 million, as Gemalto consolidated an acquired company in which it previously had a share of interest.

Consequently, adjusted profit before income tax was €297 million, +19% higher than the €249 million recorded in 2011.

Income tax expense was €35 million, up from a €20 million charge in 2011, reflecting the anticipated increase in the effective tax rate related to the recognition of fewer deferred tax assets.

In 2012, the Company recorded no charge from discontinued operations, which accounted for a €1.6 million charge in 2011, in relation to the disposal of the Point-of-Sale activity at the end of 2010.

As a result, adjusted net profit of the Company for all operations was €262 million in 2012, a +15% increase when compared to €228 million in 2011, and adjusted net profit margin increased to 11.7%.

Basic adjusted earnings per share for all operations came in at €3.14, up 15%, and fully diluted adjusted earnings per share for all operations settled at €3.00, up 13%.

For the full year 2012, operating activities generated a cash flow of €285 million, increasing by +35% over the €211 million generated in 2011. The increase in cash used by working capital requirements amounted to €18 million, in line with the larger volume of activity. Cash used in restructuring actions and for acquisition-related expenses was €8 million, stable on the previous year. Capital expenditure and acquisition of intangibles (net) amounted to €125 million compared to €93 million in 2011, of which €68 million was incurred for Property, Plant and Equipment versus €52 million in 2011 in relation to data centers set-up and capacity increase. Capital expenditures in 2012 also included essentially stable capitalized development costs of €36 million (€34 million in 2011) and an expenditure of €12 million for the acquisition of intangible assets for long-term usage (license) reported during the first semester.

Net impact from investing activities related to acquisitions was €73 million in 2012 after a non-material amount in 2011. This consideration relates to cash payments made for business combinations completed during the year.

Gemalto's share buy-back program used €45 million in cash in 2012 for the purchase of 868,137 shares, net of the liquidity program. As at December 31, 2012, the Company owned 3,930,523 shares, i.e. 4.47%, of its own shares in treasury. The total number of Gemalto shares issued remained unchanged, at 88,015,844 shares. Net of the shares held in treasury, 84,085,321 shares were outstanding as at December 31, 2012. The average acquisition price of the shares repurchased on the market by the Company as part of its buy-back program and held in treasury as at December 31, 2012 was €38.61.

On May 31, 2012, Gemalto paid a cash dividend of €0.31 per share in respect of the fiscal year 2011. This distribution used €26 million in cash. Other financing activities generated €14 million in cash, including €33 million of proceeds received by the Company from the exercise of stock options by employees and €16 million remitted for the repayment of borrowings.

As a result of these elements, Gemalto's cash and cash equivalents as at December 31, 2012 were €363 million. Current and non-current borrowings were reduced to €10 million from €21 million in 2011, and Gemalto's net cash position as at December 31, 2012 was €353 million, an increase of €44 million when compared with December 31, 2011.

For the year 2012, total assets grew by +12% or €293 million to €2.71 billion as at December 31, 2012, compared to €2.42 billion as at December 31, 2011, due to a balanced growth in current and non-current assets in relation to the Company's increased business activities and longer-term investments. Shareholders' equity increased by +12%, or €205 million, to €1.92 billion as at December 31, 2012 compared to €1.72 billion as at December 31, 2011. The increase was mainly the result of the positive net profit generation, which was partly offset by the 2011 dividend distribution.

Financial Year 2011:

Revenue of the Company for all its operations was up by +8% at constant rates, to €2,015 million. Expansion was supported by strong growth in the Secure Transactions and Security segments. The Mobile Communication segment revenue was stable with increasing activity in the second part of the year.

Gross profit for the Company was up €62 million or +9% to €752 million. This represents a gross margin of 37.3%, higher by +1.1 percentage point than the previous year. Gross margin increased

	in all main segments as a result of favorable product mix evolutions, increasing contribution of Software and Services due to larger software sales and delivery optimization, and productivity gains. Operating expenses increased to €515 million, up +0.7 percentage point to 25.6% of revenue. Lower revenue in Patents led to a higher ratio of operating expenses to revenue in this segment and Machine-to-Machine increased its expenses to prepare for anticipated growth. Other income included €19 million from the one-off gain on remeasurement to fair value of Gemalto's investment in a Chinese JV following a shareholding restructuring transaction. Full-year 2011 profit from operations came in at €256 million or 12.7% of revenue. The year-on-year variation benefited from the positive developments in Ongoing operations and from the gain on JV restructuring. For Ongoing operations, profit grew from €207 million to €239 million, up +15%. The Company achieved this strong increase despite a €21 million year-on-year decrease in Patents' contribution to its profit. The increase was supported by initial deployments of fourth generation networks (LTE) and mobile contactless services (NFC) in Mobile Communication, sustained global migration to EMV and contactless payment in Secure Transactions, continuing growth in Security, materialization of synergies from acquired companies and by profitability improvements in Software and Services activities as usage has picked up and efficiency from replication has kicked-in. Financial income was a charge of €(13) million for the year. Foreign exchange transactions and hedging instruments reevaluation at year-end accounted for a charge of €(7) million. The remaining charges were mainly linked to the reassessment at fair value of several financial liabilities. Share of profit of associates increased by €4 million, to €6 million. Consequently, adjusted profit before income tax was €249 million. It was €218 million in 2010. Income tax expense was €(20) million, down from an income of €0.6 million in 2010, due to higher current tax and the recognition of less deferred tax assets when compared to 2010. In 2011, the Company also recorded a €(1.5) million charge from discontinued operations in relation to the disposal of the Point-of-Sale activity at the end of 2010. As a result, adjusted net profit for all operations of the Company was €228 million in 2011, a +5% increase when compared to €216 million in 2010, and adjusted net profit margin increased to 11.3%. Basic adjusted earnings per share came in at €2.73 and fully diluted adjusted earnings per share at €2.65, increasing respectively by 6% and 5%. For the full year 2011, operating activities generated a cash flow before restructuring actions of €219 million versus €183 million in 2010. Cash used in working capital on December 31, 2011 was up by €2 million when compared to the closing of 2010. Cash used in restructuring actions was €8 million. Capital expenditure and acquisition of intangibles amounted to €93 million versus €73 million in 2010, of which €53 million was incurred for Property, Plant and Equipment versus €44 million in 2010 mainly due to renewal of personalization equipment in acquired subsidiary. Capital expenditures also included capitalized R&D for an amount of €34 million in 2011 versus €25 million in 2010 mainly due to the full year consolidation period of Cinterion versus a five-month period in 2010. Net impact from investing activities related to acquisitions and divestitures was non-material. Gemalto's share buy-back program used €61 million in cash for the purchase of 1,808,943 shares over the full year 2011. As at December 31, 2011, the Company owned 4,996,308 shares, i.e. 5.68% of its own shares in treasury. The total number of Gemalto shares issued remained unchanged, at 88,015,844 shares. Net of the 4,996,308 shares held in treasury, 83,019,536 shares were outstanding as at December 31, 2011. The average acquisition price of the shares repurchased on the market and held in treasury as at December 31, 2011 was €31.33. On May 31, 2011, Gemalto paid a cash dividend of €0.28 per share in respect of the fiscal year 2010. This distribution used €23 million in cash. Other financing activities generated €28 million in cash, including €34 million of proceeds received by the Company from the exercise of stock options by employees. As a result of these elements, the deconsolidation of assets held for sale and variations in current and non-current borrowings, Gemalto's net cash position as at December 31, 2011 was €309 million, an increase of €54 million when compared with December 31, 2010. For the year 2011, total assets grew by +6% or €134 million to €2.42 billion as at 31 December 2011, compared to €2.29 billion as at 31 December 2010, due to a balanced growth in current and non-current assets in relation to the Company's increased business activities and longer-term investments. Shareholders' equity increased by +8%, or €121 million, to €1.72 billion as at 31 December 2011 compared to €1.60 billion as at 31 December 2010. The increase was mainly the

	result of the positive net profit generation which was partly offset by the 2010 dividend distribution. **Financial Year 2010:** Revenue for the full year 2010 was up by 19% at historical rates to €1,906 million, fuelled by double-digit growth in all 4 main segments, and by a strong second semester which, for the first time, saw Company revenue clearly surpassing the one billion euro revenue mark for a semester. Revenue from software and services grew by 54% to €252 million, contributing significantly to the Company's overall growth, and representing 13% of 2010 revenue. Business conditions in the fourth quarter were generally comparable to those observed during the rest of the year. The seasonality of revenue throughout 2010 was, as expected, more pronounced than in 2009, leading to much stronger seasonality in profit generation. Gross profit for the Company was up €102 million or 17% at €689 million. This represents a gross margin of 36.2%, lower by 50 basis points on the previous year. Profitability expanded in the Secure Transactions and Security segments offset by lower gross margin in Mobile Communication. The increase in operating expenses was much less than revenue growth, and was essentially attributable to the consolidation of acquired businesses and to some specific organic operating expense investments made in software and services and strategic growth areas. As a consequence, operating expenses were down 60 basis points when expressed as a percentage of revenue. The operational leverage combining strong revenue growth and controlled operating expenses generated a 19% increase in profit from operations to €216 million. The profit margin from operations of the Company was kept at its record level of 11.3% of revenue. Financial income for 2010 came in as a €0.8 million profit, versus a €2.2 million charge the year before; and share of profit of associates was essentially stable at €1.7 million. Hence, the adjusted profit before tax was up year-on-year by 21% to €218 million. Income tax amounted this year to a credit of €0.6 million, reflecting the effect of the recognition of some previously unrecognized deferred tax assets. In 2009, income tax expense amounted to €21.6 million. The divestiture of the Point-of-sale (POS) activity, previously reported in the segment 'Others', became effective on December 31, 2010. As per IFRS, the contribution of this activity to the income statement is reclassified, and its net contribution is presented as a single amount on the line item "Profit (loss) from discontinued operation (net of income tax)" for both the 2010 and 2009 accounts. In 2010, this net contribution from discontinued operation was a loss of € 2.4 million, essentially reflecting the net loss recorded on the disposal of the associated assets and liabilities. In 2009, the net contribution of the POS operations was a profit of € 2.6 million. For the full year 2010 Gemalto generated an adjusted net profit of €216 million, higher by €55.5 million than the adjusted net profit for full year 2009. Basic adjusted earnings per share rose to €2.56 for 2010, and diluted adjusted earnings per share settled at €2.52, representing an earnings growth of 34% compared to 2009. Within the framework of a strategic partnership between VeriFone and Gemalto announced in October 2010, the two companies entered into exclusive discussion for the transfer of Gemalto's electronic point of sale (POS) terminals business to VeriFone. The disposal of the POS business became effective on December 31, 2010, and therefore this activity, formerly reported within the segment "Others", is now classified as a "discontinued operation". As per IFRS, its net contribution is presented as a single amount on the line item "Profit (loss) from discontinued operation (net of income tax)", together with the €3 million net loss on the disposal of the related assets and corresponding liabilities. Without this reclassification, the POS activity would have contributed €51 million in revenue and €1 million in profit from operations in 2010, respectively €52 million and €3 million in 2009. The assets of one of the Company joint ventures (the JV) active in China in Secure Transactions and Security have been classified as "held for sale" due to the shareholding restructuring in process with the partner. In 2010 this JV revenue was €44 million and its profit from operations was €8 million, in 2009 its revenue was €42 million and its profit from operations was €10 million. Businesses acquired in 2010 contributed €158 million to revenue. Taking as a reference the group's perimeter as at December 31, 2010, the ongoing operations year-on-year revenue growth at constant perimeter was +7% at historical rates. In the full year 2010, operating activities generated a cash flow of €183 million before the €9

	million cash outflow related to restructuring and acquisition related expenses. This figure was unfavourably impacted by a € 38 million increase in working capital requirement essentially generated by the strong revenue growth of the second semester. Capital expenditure and acquisition of intangibles amounted to €73 million, or 3.8% of revenue, of which €44 million were incurred for Plant, Property and Equipment purchases net of proceeds from sales (respectively €53 million and €40 million in 2009). Acquisition of subsidiaries and businesses, net of cash acquired, used €198 million in cash, of which €154 million were incurred for the acquisition of Cinterion. Other investing activities generated €9 million and Currency translation adjustments amounted to €9 million leading to a total of €77 million used in operating and investing activities. Gemalto's share buy-back program used €39 million in cash for the purchase of 1,281,254 shares in 2010. As at December 31, 2010, the Company owned 4,884,596 shares, i.e. 5.55% of its own shares in treasury. The average acquisition price of the shares repurchased on the market and held in treasury as of December 31, 2010 was €27.03. The total number of Gemalto shares issued is unchanged, at 88,015,844 shares. Net of the 4,884,596 shares held in treasury, 83,131,248 shares were outstanding on December 31, 2010. On May 31, 2010, Gemalto paid a cash dividend of €0.25 per share in respect of the fiscal year 2009. This distribution, the first ever in Gemalto's history, used €21 million in cash. Other investing activities generated €8 million in cash, including €16 million of proceeds received by the Company from the exercise of stock options by employees. Combined with impact from the share buy-back program this resulted in €51 million used in financing activities. As a result of these elements Gemalto's net cash position as at December 31, 2010 was €255 million. It was €381 million as at December 31, 2009. For the year 2010, total assets grew by +17% or €325 million to €2.29 billion as at 31 December 2010, compared to €1.96 billion as at 31 December 2009, due to growth in non-current assets in relation to acquisitions while the decrease in cash and cash equivalents was balanced by higher trades and other receivables due to increasing business activity. Shareholders' equity increased by +13%, or €188 million, to €1.61 billion as at 31 December 2010 compared to €1.41 billion as at 31 December 2009. The increase was mainly the result of the positive net profit generation which was partly offset by the 2009 dividend distribution. The Company also took advantage of favourable conditions to renegotiate and replace its existing syndicated credit facility that was about to expire by arranging a set of bilateral facilities for a total amount of €210 million as at December 31, 2010, and €300 million as at March 10, 2011.	
B.8	**Key pro forma financial information**	Not applicable; Gemalto has no selected key pro forma financial information.
B.9	**Profit forecast / estimate**	Not applicable; no profit forecast or estimate is publicly provided by Gemalto.
B.10	**Qualifications audit report**	Not applicable; the auditor's reports on the published consolidated financial statements for the financial years ended 31 December 2012, 2011 and 2010 are unqualified.
B.11	**Working capital**	Not applicable; Gemalto is of the opinion that it does have sufficient working capital for its present requirements, which is for at least the next 12 months from the date of the Prospectus.

Section C — Securities

Element	Description	Disclosure requirement
C.1	**Type / class securities**	The Listing Shares admitted to trading are ordinary shares in the capital of Gemalto with a nominal value of €1.00. All Listing Shares will be listed and traded on Euronext Amsterdam under the symbol "GTO" and ISIN Code NL0000400653.
C.2	**Currency securities issue**	The Listing Shares are denominated in Euro.
C.3	**Issued and fully paid / par value**	Gemalto has 88,015,844 issued and fully paid ordinary shares in its capital. The par value per share amounts to €1.00.
C.4	**Rights attached to securities**	Holders of Listing Shares are entitled to cast one vote per Listing Share held. Listing Shares entitle their holders to any future dividends payable to holders of Listing Shares. Each holder of Listing Shares generally has a pre-emptive right to subscribe to its *pro rata* portion of any issue of Listing Shares or grant of rights to subscribe for Listing Shares, except for certain

Element	Description	Disclosure requirement
		issuances to employees and issuances for non-cash consideration. The Board has the authority to restrict or exclude the rights of pre-emption for a period not exceeding five years, if and insofar as the Board has been designated by the General Meeting as the authorized corporate body for this purpose. The General Meeting renewed such authorization to the Board up to and including 17 March 2014. This period may be extended by an amendment of the Articles of Association, or by a resolution of the General Meeting for a period not exceeding five years in each case.
C.5	**Restrictions free transferability**	Not applicable; no restrictions on the free transferability of the Listing Shares apply.
C.6	**Admission to trading regulated market**	The Listing Shares are already admitted to listing and trading on Euronext Paris by NYSE Euronext. The Listing Shares are or will be the object of an application for admission to listing and trading on Euronext Amsterdam under the existing symbol "GTO" and ISIN Code NL0000400653.
C.7	**Dividend policy**	Gemalto's dividend policy was addressed as a separate agenda item for the first time at the 2005 Annual General Meeting. The dividend policy states 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. Gemalto paid a cash dividend of €0.28 per share for the financial year 2010 and a cash dividend of €0.31 per share for the financial year 2011. For the financial year 2012, the Board has proposed to pay a cash dividend of €0.34 per share to its shareholders.

Section D — Risks

Element	Description	Disclosure requirement
D.1	**Key risks issuer / industry**	The risk factors that are specific to Gemalto or its industry are the following: ***Strategic risks*** • *Lower growth and profitability* The activities of the Group are subject to economic, business and social conditions at a global level which may fluctuate due to, without limitation, recession, inflation, higher interest borrowing rates and higher levels of unemployment. • *Acquisitions and/or joint ventures* The risks in relation to acquisitions include, among other things, (i) higher than anticipated acquisition and integration costs and expenses, (ii) the complexity of the integration of new businesses, technology and personnel of acquired companies, (iii) the diversion of management's time and attention during the integration process, (iv) the necessity to adjust and adapt management policies and internal systems of the Group, (v) unidentified liabilities, including potential litigation and (vi) loss of key employees. In addition to these risks, joint ventures may give rise to conflicts of interest or strategy and partners may also be unable to fulfill their obligations under the joint venture agreement or may experience financial or other difficulties. • *Technology shift* The activities of the Group are constantly subject to rapid change towards more sophisticated technologies, the frequent introduction of new products and services, changing customer needs, evolving applicable standards and unforeseen technological leaps.

Element	Description	Disclosure requirement
		Legal and compliance risks • *Intellectual Property Rights risks* R&D is an important part of the activity of the Group and its activity depends on proprietary technology and its intellectual property rights. The steps taken to prevent misappropriation or infringement of intellectual property rights may not be successful or may be costly. The Group may also be subject to claims by third parties alleging that its products or processes infringe upon their intellectual property rights. • *Internal fraud and non-ethical behaviour* Any security failure, internal fraud and/or non-ethical behaviour in the course of the activities of the Group may affect its reputation, financial results as well as its ability to meet its objectives. • *Changes in regulatory environment* The Group is subject to numerous, rapidly evolving and complex laws and regulations, which apply, amongst others, to financial reporting standards, corporate governance, data privacy, tax, trade regulations, export controls, competitive practices, etc. ***Operational risks*** • *Business interruption and crisis* In the course of its business activities, the Group may be subject to adverse events and crises (caused by, for example and without limitation, natural disasters, defective products and/or services, shortages of supplies, IT/IS infrastructure unavailability). • *Sourcing risks and dependency on suppliers* The Group is dependent upon several suppliers in conducting its businesses. Events likely to affect these suppliers include, amongst others, insolvency, a lack of resilience to disaster and/or non-compliance with applicable standards. • *Defective products and/or service failures* Certain products or services may not meet the expected level of performance or may contain defects and/or errors. • *Bidding and execution failures of major contracts* Failure by the Group to accurately assess its chances to be selected within the framework of a bid process may lead to an inadequate allocation of resources and management time and to additional expenditures in costs and time. In addition, a poor understanding and/or implementation of the expectations and needs of its clients could lead the Company to a potential failure in the performance of the relevant contract, which may affect its financial results as well as its ability to meet its objectives. • *Exposure to country risk* There are a number of risks associated with international business operations including political instability (e.g., threat of war, terrorist attacks or civil unrest), inconsistent regulations across jurisdictions, unanticipated changes in the regulatory environment (including tax) and import and export restrictions. • *Confidential data mismanagement* The Group cannot guarantee that it will be able to prevent every attempt to breach its security systems in order to misappropriate and fraudulently use such sensitive data. • *Dependence on key managers and key employees* The success of the Group and its ability to manage its business depend on the efforts and continued service of its senior management team and highly qualified research and development, engineering, marketing and other personnel.

Element	Description	Disclosure requirement
		• *Customer risk* The business of the Group is dependent upon its ability to maintain its relationships with its existing customers and to identify, attract and retain new customers. ***Financial risks*** • *Financial reporting risks* As part of its responsibility to prevent and detect errors and fraud affecting its financial statements, the Company's management has set up specific accounting and reporting procedures in relation to, amongst other things, revenue recognition process, inventory valuation, taxation and other complex accounting issues. Any failure to prevent and detect errors and fraud within the implementation of such procedures may affect its reputation, business, financial results as well as its ability to meet its objectives • *Foreign exchange risk* Significant portions of Gemalto's revenue, cost of sales and expenses are generated in currencies other than the Euro. Revenue and gross profit are therefore significantly exposed to exchange rate fluctuations. • *Financial counterparty risk* Derivative financial instruments and cash and cash equivalents are exclusively held with major counterparties rated investment grade with the objective that no counterparty represents more than 15% of the total at any time. In addition, the Company has temporary exposure to non-investment grade financial institutions on payments made by customers in certain countries, until the Company transfers such amounts to investment grade institutions.
D.3	**Key risks securities**	The risk factors that are specific to Listing Shares are the following: • Dilutive effects may reduce future potential earnings per Listing Share and subsequently the market price of the Listing Shares; • Future sales, or the possibility of future sales, of a substantial amount of Listing Shares may depress the price of the Listing Shares; • The market price of the Listing Shares is volatile and investors may not be able to sell the Listing Shares at or above the price paid for by them; • The pre-emptive rights of the shareholders may be restricted or excluded by the Board; • Uncertainty with respect to payments of dividends in the foreseeable future; • If securities or industry analysts do not publish research or reports about Gemalto's business, or if they change their recommendations regarding the Listing Shares adversely, the price and/or trading volume of the Listing Shares could decline; and • There is currently no market for the Listing Shares on Euronext Amsterdam and, notwithstanding Gemalto's intention to be admitted to trading on Euronext Amsterdam, a market for the Listing Shares may not develop on Euronext Amsterdam, which could adversely affect the liquidity and price of those Listing Shares.

Section E — Offer

Element	Description	Disclosure requirement
E.1	**Total net proceeds / total expenses**	Not applicable; no issue and/or offering.
E.2a	**Reasons for the issue**	There are a number of reasons for Gemalto to seek admission of the Listing Shares to trading on Euronext Amsterdam. Gemalto in particular expects that a listing on Euronext Amsterdam will result in a larger and more diversified group of investors being able to invest in the Shares. In addition, Gemalto expects that the Listing Shares will be more actively traded as a

Element	Description	Disclosure requirement
		consequence of this additional listing, and thus benefit from an increased liquidity.
E.3	**Terms and conditions offer**	Not applicable; no issue and/or offering.
E.4	**Material interest**	Not applicable; no issue and/or offering.
E.5	**Name issuer/ lock-up agreements**	Not applicable; no issue and/or offering.
E.6	**Immediate dilution**	Not applicable; no issue and/or offering.
E.7	**Estimated expenses**	The estimated expenses charged to the investors by Gemalto amount to €nil.