

Information on shares in the share capital of Gemalto N.V. to be issued to eligible employees of the Gemalto Group upon exchange of vested restricted share units (“RSU”)

Under the current Gemalto N.V. Global Equity Incentive Plan (“**GEIP**”), a total of 14 million shares in the share capital of Gemalto N.V. are reserved and available for grant and issuance. The GEIP has been established to enhance the involvement and commitment of eligible Gemalto employees to Gemalto's activities and its financial results, by giving them the possibility to become holder of Gemalto shares and get financial benefits from an increase in the share price (if any) and potential dividend payments.

Upon vesting of the RSU that were granted to eligible employees, such employees will receive shares that will be newly issued. These shares are free shares, *i.e.* they are offered without price and without any payment to be made by the employees.

During 2016, an estimated number of 1,025,000 shares will be issued by Gemalto in exchange of vested RSU.

Gemalto N.V. is a public company with limited liability incorporated in the Netherlands, whose shares are admitted to trading on Euronext Amsterdam and Euronext Paris. The market of reference is Euronext Amsterdam.

The shares that will be newly issued will also be admitted to trading on Euronext Amsterdam and Euronext Paris.

Gemalto N.V. has only issued ordinary shares, all of the same category and all in registered form. No certificates representing shares have been issued.

The shares that will be newly issued remain subject to the terms and conditions of the GEIP and the relevant Sub-Plan, as well as the RSU Agreement, copies of which have been provided to employees previously, but can be obtained through Gemalto's human resources department.

For more information on Gemalto and the rights attached to the shares, please refer to the 2015 Annual Report as posted on [www.gemalto.com/investors](http://www.gemalto.com/investors).

Investing in financial instruments entails risks. Results in the past are no guarantee for future performance. You may lose your entire investment in extraordinary circumstances.