

Certain mandatory disclosures under the Dutch offer rules

Amsterdam, December 22, 2017 at 11:00 PM – Following the formal announcement on December 17, 2017 in respect of Thales' intended recommended all-cash offer for all issued and outstanding ordinary shares ("Shares") of Gemalto N.V. ("Gemalto") (Euronext NL0000400653 GTO), all transactions by Gemalto concerning Shares are to be announced in a press release under the Dutch public offer rules. Accordingly Gemalto makes the relevant disclosures below and takes the opportunity to give an update on some other matters.

Transactions related to Gemalto's Global Equity Incentive Plan

Gemalto delivered a total number of 27,346 Shares out of its treasury shares to nine eligible employees having exercised their stock option rights granted in September 2008 under Gemalto's Global Equity Incentive Plan ("GEIP") for an exercise price of EUR 26.44 per Share, the details of which are stated below:

- on December 12, 2017: 2,700 Shares
- on December 13, 2017: 12,700 Shares
- on December 14, 2017: 1,150 Shares
- on December 19, 2017: 5,000 Shares
- on December 21, 2017: 5,796 Shares

Transactions related to Gemalto's Global Employee Share Purchase Plan

Under Gemalto's Global Employee Share Purchase Plan ("GESPP"), 656 eligible employees of Gemalto have subscribed during an offering period from October 30, 2017 to November 10, 2017 to a total of 93,147 Shares for a price of EUR 27.77 per Share. These shares have been transferred today to the relevant employees out of Gemalto's treasury shares.

Gemalto's liquidity contract with Exane BNP Paribas

Gemalto confirms that it has suspended its liquidity contract managed by Exane BNP Paribas. For the sake of completeness, Gemalto confirms that since December 12, 2017, the following transactions have been made under the liquidity contract:

- on December 12, 2017: sale of 40,336 Shares for a price of EUR 45.14 per Share, and
- on December 13, 2017: sale of 27,748 Shares for a price of EUR 46.26 per Share.

Reallocation of treasury shares

As of today:

- Gemalto has reallocated 155,000 Shares as treasury shares held for the purpose of settling employee incentive plans, previously held for the purpose of external growth,
- Gemalto has reallocated 217,316 Shares as treasury shares held for the purpose of settling employee incentive plans, previously held for the purpose of the liquidity program managed by Exane BNP Paribas.

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This press release may contain forward-looking statements. Such forward-looking statements represent trends or objectives, and cannot be construed as constituting forecasts regarding the Company's results or any other performance indicator. Actual results may differ significantly from the forward-looking statements due to various risks and uncertainties, as described in the Company's Registration Document, which has been filed with the French financial markets authority (*Autorité des marchés financiers* — AMF).

This is a press release by Gemalto, pursuant to the provisions of Section 5, paragraph 4 of the Decree on Public Takeover Bids (*Besluit Openbare Biedingen Wft*). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Gemalto. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

About Gemalto

Gemalto (Euronext NL0000400653 GTO) is the global leader in digital security, with 2016 annual revenues of €3.1 billion and customers in over 180 countries. We bring trust to an increasingly connected world.

From secure software to biometrics and encryption, our technologies and services enable businesses and governments to authenticate identities and protect data so they stay safe and enable services in personal devices, connected objects, the cloud and in between.

Gemalto's solutions are at the heart of modern life, from payment to enterprise security and the internet of things. We authenticate people, transactions and objects, encrypt data and create value for software – enabling our clients to deliver secure digital services for billions of individuals and things.

Our 15,000+ employees operate out of 112 offices, 43 personalization and data centers, and 30 research and software development centers located in 48 countries.

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