

Gemalto announces voting results of Annual General Meeting of Shareholders

Amsterdam, May 18, 2018 at 12:00 pm - Gemalto (Euronext NL 0000400653 GTO), the world leader in digital security, announces that its Annual General Meeting of Shareholders (“AGM”) held today in the Netherlands approved all the resolutions proposed by the Board. The agenda included items in connection with the public offer made by Thales (the “Offer”), which are conditional upon the Offer succeeding.

Among these resolutions were:

- Adoption of the Company's 2017 financial statements.
- Discharge of Board members for the fulfillment of their duties.
- Reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2020 AGM.
- Reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2020 AGM.
- Renewal of the authorization of the Board to repurchase shares in the share capital of the Company as well as extension of authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto with or without the power to limit or exclude pre-emptive rights accruing to shareholders.
- Conditional amendment to the Articles of Association of Gemalto as per the Settlement Date.
- Conditional conversion of Gemalto into a private company (a B.V.) and amendment to the Articles of Association, which conversion shall occur following the delisting of Gemalto from Euronext Amsterdam and Euronext Paris.
- Conditional appointment of Mr. Pascal Bouchiat as Non-Executive Board Member as per the Settlement Date.

- Conditional appointment of Mr. Pierre-Eric Pommellet as Non-Executive Board Member as per the Settlement Date.
- Conditional appointment of Ms. Isabelle Simon as Non-Executive Board Member as per the Settlement Date.
- Conditional appointment of Ms. Marie-Hélène Sartorius as Non-Executive Board Member as per the Settlement Date.

As was disclosed in the convocation materials, the Board has resolved 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. At the AGM, the shareholder meeting has also discussed the Offer in accordance with article 18 of the Netherlands Decree on Public Takeover Bids.

The agenda and other relevant detailed information concerning the AGM are available on the Gemalto's investor website at <http://www.gemalto.com/investors/agm/agm-2018>.

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About Gemalto

Gemalto (Euronext NL0000400653 GTO) is the global leader in digital security, with 2017 annual revenues of €3 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 114 offices, 40 personalization and data centers, and 35 research and software development centers located in 47 countries.

This is a press release by Gemalto N.V. in connection with the recommended public offer by Thales S.A. and in accordance with Article 17 of the Market Abuse Regulation. The offer by Thales is made solely pursuant to the Offer Document, approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten). Terms not defined herein shall have the meaning as

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