

Certain mandatory daily disclosures under the Dutch offer rules

Amsterdam, April 2, 2019 at 11:00 PM – Following the formal announcement on December 17, 2017 in respect of the intended recommended all-cash offer for all issued and outstanding ordinary shares (“Shares”) of Gemalto N.V. (“Gemalto”) (Euronext NL0000400653 GTO) by Thales S.A. (“Thales”) (the “Offer”), 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. Terms not defined in this press release will have the meaning set forth in the offer document published on March 27, 2018, which is available on the websites of Thales (www.thalesgroup.com) and Gemalto (www.gemalto.com).

Transactions related to Gemalto’s Global Equity Incentive Plan

Today Gemalto delivered a total number of 191,044 treasury Shares and a total number of 2,433,556 newly issued Shares to 11,164 eligible employees for no consideration in exchange of vested restricted share units previously granted under Gemalto’s Global Equity Incentive Plan.

The restricted share units were subject to accelerated vesting in connection with the Offer and in accordance with arrangements between Gemalto and Thales regarding the treatment of these restricted share units under Gemalto’s Global Equity Incentive Plan.

For completeness sake, Gemalto also notes the following in relation to the joint press release by Gemalto and Thales on March 29, 2019:

- The aggregate issued and outstanding share capital of Gemalto “on a fully diluted basis” which was used for calculating the results of the Offer as announced in such press release already included the total number of Shares delivered in exchange of vested restricted share units set out above.
- More specifically, during the Acceptance Period, that expired at 17:40 (CET) on March 28, 79.827.790 Shares (including Shares represented by American depositary shares) have been tendered to the Offer, representing approximately 85.51% of the aggregate issued and outstanding share capital of Gemalto (on a fully diluted basis), and an aggregate value of approximately EUR 4,071 million (for an Offer Price of EUR 51.00 (*cum dividend*) per Share).

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This is a press release by Gemalto, pursuant to the provisions of Section 13 paragraph 1 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 2018 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 110 offices, 47 personalization and data centers, and 35 research and software development centers located in 47 countries.

For more information visit www.gemalto.com, or follow @gemalto on Twitter.