

## **Gemalto spells out its position following Wavecom's publication of general shareholders meeting' resolutions**

**Meudon, 1 December 2008** - Gemalto (Euronext NL0000400653 - GTO), the world leader in digital security, has informed the French Financial Markets Authority (AMF) of its intent to withdraw its offer for Wavecom or to adjust the terms of its offer if the resolutions submitted to the Wavecom general shareholders meeting of 8 December 2008 are adopted, in accordance with Article 232 – 11 of the AMF General Regulations.

Gemalto considers that the possibility of issuing poison pills without consideration, or allocating dual voting rights to certain shareholders, alters Wavecom's substance, enabling Gemalto to withdraw its offer.

Gemalto also considers that granting authorization to Wavecom's board of directors to increase its share capital, or pay an exceptional dividend, entitles Gemalto to adjust the economic terms of its offer.

Any withdrawal of or change to the terms of the offer would become effective only once approved by the AMF. This would result also in the parallel withdrawal of or change to the U.S. offer.

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Gemalto SA's offer is the subject of an Offer Document ("*Note d'Information*") on which the AMF affixed its visa n° 08-225 on 24 October 2008, in accordance with its conformity decision of 24 October 2008. Gemalto's Offer Document, as approved by the AMF and the additional press release dated 4 November 2008, as well as information concerning the legal, financial and accounting characteristics of Gemalto S.A. and Gemalto are available on the Gemalto website ([www.gemalto.com](http://www.gemalto.com)) and the AMF website ([www.amf-france.org](http://www.amf-france.org)) and can be obtained free of charge from:

**Gemalto S.A.**  
6, rue de la Verrerie  
92190 Meudon

**HSBC France**  
103, avenue des Champs-Élysées  
75419 Paris Cedex 08

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*This press release is for informational purposes only and is not an offer to buy or a solicitation of an offer to sell any securities of Wavecom S.A. The terms and conditions of the U.S. Offer are set forth in the U.S. Offer to Purchase dated October 28, 2008 and the related materials, as amended, that Gemalto filed with the U.S. Securities and Exchange Commission (the "Commission") on Schedule TO. The terms and conditions of the International Offer are set forth in the Note d'Information, as amended, that Gemalto filed with the French Autorité des marchés financiers (the "AMF"), and on which the AMF affixed its visa n° 08-225 on October 24, 2008, in accordance with its conformity decision of October 24, 2008. Wavecom securityholders and other investors are urged to read carefully such offer materials (as updated and amended) prior to making any decisions with respect to the Offers because these documents contain important information, including the terms and conditions of the Offers. Wavecom securityholders and other investors can obtain copies of these tender offer materials and any other documents filed with the Commission from the Commission's website ([www.sec.gov](http://www.sec.gov)) and with the AMF from the AMF's website ([www.amf-france.org](http://www.amf-france.org)), in each case without charge. Such materials filed by Gemalto will also be available for free at Gemalto's website ([www.gemalto.com](http://www.gemalto.com)).*

*Questions and requests for assistance regarding the U.S. offer may be directed to the Information Agent, Georgeson Inc. (the "Information Agent") (199 Water Street, 26th Floor New York, NY 10038-3650; U.S. Toll Free Number for holders of Wavecom securities in the United States: (800) 257-5271; U.S. Number for banks and brokers: (212) 440-9800). Requests for additional copies of the U.S. offer documents and other materials may be directed to the Information Agent and will be furnished promptly at Gemalto's expense. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the U.S. Offer.*

*Questions and requests for assistance outside the U.S. may be directed towards Georgeson on the following toll-free number (from France): 00 800 2667 8826.*

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## **About Gemalto**

Gemalto (Euronext NL 0000400653 GTO) is the leader in digital security with 2007 annual revenues of over €1.6 billion, more than 85 offices in 40 countries and about 10,000 employees including 1,300 R&D engineers. In a world where the digital revolution is increasingly transforming our lives, Gemalto's solutions are designed to make personal digital interactions more convenient, secure and enjoyable

Gemalto provides end-to-end digital security solutions, from the development of software applications through design and production of secure personal devices such as smart cards, subscribers' identification modules (SIM's), e-passports and tokens to the deployment of managed services for its customers. More than a billion people worldwide use the company's products and services for telecommunications, financial services, e-government, identity management, multimedia content, digital rights management, IT security, mass transit and many other applications.

As the use of Gemalto's software and secure devices increases with the number of people interacting in the digital and wireless world, the company is poised to thrive over the coming years.

For more information, please visit [www.gemalto.com](http://www.gemalto.com).