

WILLKIE FARR & GALLAGHER LLP

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Paris, November 7, 2008

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Attention: Michele Anderson
Chief, Office of Mergers and Acquisitions
Division of Corporation Finance

Christina Chalk, Esq.
Senior Special Counsel, Office of Mergers and Acquisitions
Division of Corporation Finance

Re: Proposed Offer by Gemalto S.A. for any and all Shares, ADSs, and Convertible Bonds of Wavecom S.A.

Ladies and Gentlemen:

We are acting as French counsel to Gemalto S.A., a *société anonyme* organized under the laws of France ("**Purchaser**") and a subsidiary of Gemalto N.V., a company organized under the laws of The Netherlands, in connection with its proposed offer (the "**Offer**") to acquire shares and convertibles bonds (OCEANEs) of Wavecom S.A., a *société anonyme* organized under the laws of France ("**Wavecom**").

Purchaser is seeking to acquire for cash all outstanding Wavecom Shares, nominal value €1.00, of Wavecom, Wavecom American Depositary Shares and the outstanding convertible bonds called OCEANEs issued by Wavecom, through concurrent offers in France and the United States.

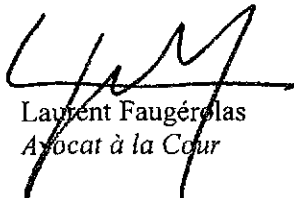
We have reviewed the no action letter dated November 7, 2008 prepared by Willkie Farr & Gallagher LLP on behalf of Purchaser and requesting relief from certain provisions of the United States Securities Exchange Act of 1934, as amended (the "**Letter**"). We believe the descriptions of the French public offer laws and regulations and the French public offer practices applicable to the Offer contained therein are fair, complete and accurate as regards the aspects of the Offer for which relief has been requested in the Letter.

WILLKIE FARR & GALLAGHER LLP

The foregoing confirmation is limited to the description in the Letter of French public offer laws and regulations and French public offer practices. No confirmation or opinion shall be implied or inferred beyond that. We have not considered United States or other any jurisdiction other than France public offer laws, rules, procedures or practices nor provided advice as to, or analyzed, whether the relief requested in the Letter is appropriate, justified or complete.

This letter is provided solely for the benefit of the addressee in connection with the transactions contemplated by the Letter and may not be used or relied upon by any other person or for any other purpose.

Very truly yours,



Laurent Faugérolas
Avocat à la Cour