Notice of the 2017 Annual General Meeting of Shareholders of Gemalto N.V.

Shareholders and other persons entitled to attend General Meetings of Shareholders of Gemalto N.V. (“Gemalto”) are invited to the Annual General Meeting of Shareholders (“AGM”) of Gemalto to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 2:00 p.m. CET on Thursday, May 18, 2017. Registration will take place between 1:00 p.m. and 1:45 p.m. CET.

**Agenda**

1. Opening
2. 2016 Annual Report *(Discussion item)*
3. Application of the remuneration policy in 2016 in accordance with article 2:135 paragraph 5a Dutch Civil Code *(Discussion item)*
4. Adoption of the 2016 Financial Statements *(Voting item)*
5. Dividend
   a. Dividend policy *(Discussion item)*
   b. Distribution of a dividend in cash of € 0.50 per share for the 2016 financial year *(Voting item)*
6. Discharge of Board members for the fulfillment of their duties during the 2016 financial year
   a. Discharge of the Chief Executive Officers *(Voting item)*
   b. Discharge of the Non-executive Board members *(Voting item)*
7. Appointment and reappointment of Board members *(Voting item)*
   a. Reappointment of Mr. Alex Mandl as Non-executive Board member until the close of the 2019 AGM *(Voting item)*
   b. Reappointment of Ms. Homaira Akbari as Non-executive Board member until the close of the 2021 AGM *(Voting item)*
   c. Reappointment of Mr. Buford Alexander as Non-executive Board member until the close of the 2019 AGM *(Voting item)*
   d. Reappointment of Mr. John Ormerod as Non-executive Board member until the close of the 2018 AGM *(Voting item)*
   e. Appointment of Ms. Jill Smith as Non-executive Board member until the close of the 2021 AGM *(Voting item)*
8. Amendment to the Articles of Association of Gemalto *(Voting item)*
9. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto *(Voting item)*
10. Authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto with or without pre-emptive rights accruing to shareholders
    a. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders *(Voting item)*
    b. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes without the power to limit or exclude pre-emptive rights accruing to shareholders *(Voting item)*
    c. Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 10.b for the purpose of M&A and/or (strategic) alliances *(Voting item)*
    d. Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 10.b for the purpose of a non-dilutive tradable rights offering *(Voting item)*
11. Reappointment of KPMG Accountants N.V. as external auditor for the 2018 financial year *(Voting item)*
12. Questions
13. Adjournment
Gemalto is an international company and its corporate language is English. The AGM will therefore be conducted in English. The agenda, including the explanatory notes, Gemalto’s 2016 Annual Report (including the 2016 Financial Statements), the information on the persons proposed for (re)appointment to the Board, the Dutch text of the proposed amendments to Gemalto’s Articles of Association and an unofficial English translation thereof, included in a triptych (drieluik), are available, free of charge, at Gemalto’s head office (Barbara Strozzilaan 382, 1083 HN Amsterdam, the Netherlands) and at the offices of Gemalto International SAS (6, rue de la Verrerie, 92190 Meudon, France), and are published on Gemalto’s website (www.gemalto.com).

Record Date
The Board of Gemalto has decided that the persons entitled to attend and cast votes at the AGM will be those who are recorded as having such rights after the close of trading on the relevant Euronext stock exchange on April 20, 2017 (the “Record Date”) in Gemalto’s shareholders register, or in a register of a financial institution affiliated to Euroclear France S.A. (“Euroclear”), regardless of whether they are shareholders at the time of the AGM. Consequently, to be entitled to attend and cast votes, shareholders need to own Gemalto shares on the Record Date, but they do not need to block their shares from the Record Date until the AGM on May 18, 2017.

Procedure for registering for and voting at the AGM
Gemalto shares can be held in two ways:
- in an account in a bank, a financial institution, an account holder or an intermediary, these shares then being included in Gemalto’s shareholders register in the name of Euroclear; or
- listed in the shareholders’ own name in Gemalto’s shareholders register.

1. Shareholders holding their shares in an account in a bank, a financial institution, an account holder or an intermediary (“Unregistered shareholders”)

Attendance at AGM: Unregistered shareholders who wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and vote on their behalf, must obtain a power of attorney from Euroclear by completing the “Request for power of attorney” form.

Voting instructions: To provide Euroclear with voting instructions for the AGM, Unregistered shareholders must complete the “Voting instructions” form.

All documents are available on Gemalto’s website (www.gemalto.com), and alternatively can be obtained through your bank or intermediary.

The completed forms must be received by your bank or intermediary at the latest on Thursday, May 11, 2017 before 5:00 p.m. CET, to enable Euroclear affiliated institutions to send the forms to Gemalto’s registrar, TMF Netherlands B.V. (“TMF”) before midnight (12:00 a.m. CET) that same day. Please be aware that your bank or intermediary may have an earlier internal deadline.

2. Shareholders listed in Gemalto’s shareholders register (“Registered shareholders”)

This applies to shareholders who have transferred their shares in their own name and who are listed in Gemalto’s shareholders register. Shareholders wishing to do so should contact TMF.

Attendance at AGM: Registered shareholders who wish to attend the AGM and vote in person must complete the “Attendance” form. Registered shareholders who wish to appoint a representative to attend the AGM and vote on their behalf must complete the “Power of attorney” form.

Voting instructions: Registered shareholders who wish to appoint Gemalto’s registrar, TMF, as their representative to attend the AGM and vote in accordance with their voting instructions must complete the “Power of attorney” form.
Registered shareholders will receive from Gemalto by ordinary mail an invitation for the AGM and the procedure for registering for and voting at the AGM. All documents are also available on Gemalto’s website (www.gemalto.com).

The completed forms must be received by TMF at the latest on Thursday, May 11, 2017, before midnight (12:00 a.m. CET).

Registration and identification
Registration will take place at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands, between 1:00 p.m. and 1:45 p.m. CET, on Thursday, May 18, 2017. Once the meeting has started, registration is no longer possible.

Shareholders and other persons entitled to attend the AGM will be required to present valid identity papers when registering and are required to sign the attendance list. Holders of a power of attorney are required to present a copy of their power of attorney.

Dividend
The Board of Gemalto has decided to propose to its shareholders at the AGM to distribute a dividend in cash of €0.50 per share for the 2016 financial year. If this resolution is adopted, the dividend shall become payable on May 24, 2017 and will be paid to shareholders through BNP Paribas Securities Services S.C.A., Paris, France.

Time schedule:
May 22, 2017: Ex-dividend date, i.e. the date as of which shares are traded without the right to the 2016 dividend
May 23, 2017: Dividend record date, i.e. the date on which shareholder positions are recorded as per close of business in order to be entitled to the 2016 dividend distribution
May 24, 2017: Payment date of dividend

Gemalto shares will trade ex-dividend as from the beginning of the trading session on May 22, 2017. Holders of Gemalto shares on May 22, 2017 who would not have previously sold their shares will be able to freely trade their shares on the stock exchange as from such date and will not need to block their shares until the payment date of the dividend to benefit from such dividend.

The dividend in cash is in principle subject to 15% Dutch dividend withholding tax, which will be deducted by Gemalto from the dividend paid to the shareholders. Some shareholders may be eligible to claim a refund of the tax withheld, if certain conditions are met. Shareholders are advised to consult their own tax advisor on their applicable situation with respect to any tax aspects relating to the dividend.

Information for shareholders
Gemalto’s registrar is TMF Netherlands B.V.

For information and documentation, please contact TMF as follows:
Visiting address: Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands
Mailing address: TMF, P.O. Box 23393, 1100 DW Amsterdam Zuidoost, the Netherlands
Tel: +31 20 57 55 600 / fax: +31 20 67 30 016
Email: registrar.and.shareholder.services@tmf-group.com

The contact persons at TMF are Ms. Saskia Engel and Ms. Sandra Lombert. Both are Dutch, English and French speaking.

The Board of Gemalto N.V.
Amsterdam, the Netherlands, March 16, 2017