Notice of an Extraordinary General Meeting of Shareholders of Axalto Holding N.V.

Agenda

1. Opening.
2. Proposal to approve the following resolution:
   (i) approve the proposed Combination of the Company and Gemplus International S.A. and of all steps and acts of the Company necessary to implement the Combination as described in the Explanatory Notes to this agenda, and
   (ii) all the Articles of Association of the Company, as described in the Explanatory Notes and Annex 1 to this agenda, and authorise in connection with the amendment of the Articles of Association any and all members of the Board, as well as any and all lawyers and paralegals practising with De Brauw Blackstone Westbroek N.V. to apply for the required ministerial declaration of non objection on the draft mentioned, as well as to execute the notarial deed of amendment to the Articles of Association, with effect of completion of the Contribution in Kind, and
   (iii) increase the number of members of the Board to eleven (11) as per the date of completion of the Contribution in Kind, as required under the Combination Agreement, subject to the condition of execution of the deed of amendment of the Articles of Association:
      a. the appointment of Mr. Alex Mandl as Executive Chairman of the Board, for a term beginning on the date of completion of the Contribution in Kind, as required under the Combination Agreement, and expiring eighteen (18) months after the effective date of his appointment,
      b. the appointment of Mr. David Bonderman, Mr. Geoffrey Fink, Mr. Johannes Fritz and Mr. John Ornerod as non-executive members of the Board as per the date of completion of the Contribution in Kind, as required under the Combination Agreement,
      c. the acknowledgement of the resignations of Mr. Maarten Scholten and Mr. Willem Stolwijk as members of the Board as per the date of completion of the Contribution in Kind, and granting of discharge for the fulfillment of their duties until the end of their terms of office,
      d. until the time that the Board will submit a proposal for the appointment of an eleventh non-executive independent Board member to the approval of the shareholders at a future shareholders meeting, the Board will be constituted of ten (10) Board members,
      e. the aforementioned under (iii) as described in the Explanatory Notes and Annex 2 to this agenda, and
      (iv) As a consequence of the changes in the Articles of Association regarding the dismissal of the Chief Executive Officer, amend the Company's Remuneration Policy for the Chief Executive Officer, including the terms of the remuneration in the form of shares or rights to acquire shares, as described in the Explanatory Notes and Annex 3 to this agenda, with effect of completion of the Contribution in Kind. The Company's Remuneration Policy for the Chief Executive Officer, once amended, will also apply in accordance with the applicable legal requirement for determining the remuneration of the Executive Chairman.

3. Any other business.
4. Adjournment.

Language. Documents

The Company is an international company and its corporate language is English. The shareholders' meeting will therefore be conducted in English. The complete agenda including explanatory notes, a copy of the draft deed of amendment of the Company's Articles of Association (in Dutch and in English) and information on the persons proposed for appointment to the Board and the proposed amendments to the Remuneration Policy for the Chief Executive Officer are available, free of charge, at the Company's head office (Joop Geesinkweg 541-542, Amsterdam, the Netherlands) and at the offices of Axalto International S.A.S. (50, avenue Jean Jaurès, Montrouge Cedex, France) and are published on the Company's website (www.axalto.com).

Company shares can be held in two ways:

- as registered shares (the shareholders are included in the Company's shareholders' register);
- in an account with an account holder or intermediary through Euroclear France S.A. These shares are included in the Company's shareholders' register in the name of Euroclear France S.A. Under the Company's Articles of Association, only shareholders included in the Company's shareholders' register are permitted to attend the shareholders' meeting. They may alternatively be represented by a proxy authorized by them in writing.

Record date

In accordance with article 25.4 of the Company's Articles of Association, the Board has decided that the persons entitled to attend and cast votes at this shareholders' meeting will be those who were recorded as having those rights on January 25, 2006 (the record date) in a register designated by the Board for that purpose, regardless of whether they are shareholders at the time of the shareholders' meeting.

Admission to the Shareholders' meeting

Registered shareholders

All registered shareholders will receive a letter from the Company by post containing an invitation to the shareholders' meeting, a copy of the complete agenda (including explanatory notes to the agenda), a copy of the English draft deed of amendment of the Company's Articles of Association, information on the persons proposed for appointment to the Board, and details of the procedures for registering for the shareholders' meeting. To be eligible to exercise voting rights in person at the shareholders' meeting, registered shareholders must complete and sign the attendance form they receive with the invitation and return it to NMC, registrar (see below), by the record date. NMC's receipt of the completed and signed form must be received by the intermediary by the record date. Registered shareholders who wish to be represented by a third party at the shareholders' meeting must complete and sign an attendance form and a proxy form and return them to NMC by the record date. NMC's receipt of the completed and signed forms on time will constitute notice to the Company of the registered shareholders' intention to exercise their voting and meeting rights. Registered shareholders who hold their shares through Euroclear France S.A. want to designate a third party to represent them at the Extraordinary General Meeting of Shareholders, they may do so by indicating the name and details of such party on their request for a Power of Attorney.

Shareholders holding their shares through Euroclear France S.A.

If shareholders holding their shares through Euroclear France S.A. want to vote on their behalf, they should provide Euroclear France S.A. with voting instructions for the shareholders' meeting using a 'Voting instruction form', which they can obtain from their intermediary at their request. The completed and signed form must be received by the intermediary by the record date. Shareholders holding their shares through Euroclear France S.A. may also transfer their shares in their own name in order to be registered in the Company's shareholders' register. To do this, they should contact NMC. Any forms to be filled in by shareholders must be received by NMC on January 18, 2006, 5 p.m. CET at the latest.

Registration and identification of persons attending the shareholders' meeting

Registration will take place in the Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101, Schiphol Airport, the Netherlands, on Tuesday January 31, 2006 between 9.30 a.m. and 10.15 a.m. CET. After the proceedings have started, registration will no longer be possible. Those entitled to attend the shareholders' meeting will be required to present proof of identification when registering and are required to sign the attendance list. Proxy holders and holders of a power of attorney are required to present a copy of their proxy or power of attorney, as the case may be.

Information for shareholders

For further information and documentation, please contact the Company's registrars: Netherlands Management Company B.V. (NMC), Locatellikade 1, 1076 AZ Amsterdam, the Netherlands (tel. +31 20 575 7124, fax +31 20 420 6190). The contact person at NMC is Ms. Saskia Engel (English speaking) or Ms. Juliette Hunt (French speaking).

Registrar

The Company's registrar is Netherlands Management Company B.V. (NMC), Locatellikade 1, 1076 AZ Amsterdam, the Netherlands (tel. +31 20 575 7124, fax +31 20 420 6190). The contact person at NMC is Ms. Saskia Engel (e-mail: Saskia.Engel@TMF-Group.com).