Appendix I  Letter to shareholders holding their shares through Euroclear France S.A.

To shareholders of AXALTO HOLDING N.V.
holding their shares through Euroclear France S.A.

Date 28 December 2005
Subject AXALTO HOLDING N.V. – Extraordinary General Meeting of Shareholders
Ref. Letter to shareholders

Dear Shareholder,

An Extraordinary General Meeting of Shareholders of AXALTO HOLDING N.V. will take place at the Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101, Schiphol Airport, The Netherlands, on Tuesday, January 31, 2006 at 10.30 a.m., and all the shareholders of AXALTO HOLDING N.V. are invited to attend. The agenda for the meeting includes the following proposal (item 2 on the Agenda):

(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) amend 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 Ormerod 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 fulfilment 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,
   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 principle for determining the remuneration of the Executive Chairman.

You hold your shares through Euroclear France S.A., and those shares are included in the shareholders register of Axalto Holding N.V. (which is being kept by Netherlands Management Company B.V ("NMC"), the company’s Registrar) in the name of Euroclear France S.A.

The Board of Directors has decided that persons entitled to attend and cast votes at the Extraordinary General Meeting of Shareholders on January 31, 2006 will be those who were recorded as having such rights on January 25, 2006 ("the record date") in a register designated for this purpose by the Board of Directors, regardless whether they are shareholders at the time of the Extraordinary General Meeting.

If you wish to attend the Extraordinary General Meeting of Shareholders and exercise your voting right, or if you wish to appoint a representative, you must complete and sign Appendix II (the request for a power of attorney) in order to obtain a proxy issued by Euroclear France S.A. for the Extraordinary General Meeting of shareholders. Using this proxy, you or your representative will be able to attend the Extraordinary General Meeting of shareholders and exercise the voting right attached to your AXALTO HOLDING N.V. shares.

If you are unable to attend the Extraordinary General Meeting of Shareholders, you may give Euroclear France S.A. voting instructions for the Extraordinary General Meeting of shareholders. In this case, you must provide your voting instructions by completing and signing Appendix III (voting instructions form).

In all cases, the validity of your vote will be conditional upon your ownership of shares on the date of registration of the shares on January 25, 2006 (which is the “record date”).

Appendices II or III must be received by your account holder or intermediary (not by Euroclear France S.A.) on the record date at the latest.

**SUMMARY**

If you wish to attend the Extraordinary General Meeting of shareholders and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your account holder or intermediary is in possession of Appendix II, duly completed, on the record date at the latest. Do not complete Appendix III.

If you wish to attend the Extraordinary General Meeting of shareholders, you must hold your shares on January 25, 2006.

If you do not wish to attend the Extraordinary General Meeting of shareholders but do wish to notify Euroclear France S.A. of your voting intentions, please ensure that your account holder or intermediary is in possession of Appendix III, duly completed, on the record date at the latest. Do not complete Appendix II.

If you notify Euroclear France S.A. of your voting intentions, you must hold your shares on January 25, 2006.
Complete information relating to the Extraordinary General Meeting of Shareholders and the agenda for the meeting are available on the AXALTO HOLDING N.V. web site (www.axalto.com).

Thank you for your attention to this matter.

Yours truly,

for
AXALTO HOLDING N.V.

Netherlands Management Company B.V.
Registrar
Appendix II REQUEST FOR PROXY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AXALTO HOLDING N.V.

"This form must be received by your account holder or by your intermediary by the record date at the latest".

Mr/Mrs/Miss . . . . . . . . . . . . . . . . . . . . . . . . . will attend the Extraordinary General Meeting of Shareholders of AXALTO HOLDING N.V. to be held at the Sheraton Hotel Amsterdam-Schiphol, The Netherlands, on Tuesday, January 31, 2006 at 10.30 a.m.

| NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.) |  |
| ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY |  |
| NUMBER OF SHARES OF AXALTO HOLDING N.V. FOR WHICH THE REQUEST IS MADE |  |
| CONTACT TELEPHONE NUMBER OF THE ACCOUNT HOLDER OR INTERMEDIARY (to be completed by your account holder or intermediary) |  |
| I will not be attending the meeting and wish to be represented by: ……………………………. |  |

The undersigned hereby requests Euroclear France S.A. to issue a proxy in order to vote on behalf of Euroclear France S.A., for the number of AXALTO HOLDING N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on January 25, 2006 (the “record date”).

Executed at __________________ on __________________ 2006

________________________________________
Signature
YOU SHOULD COMPLETE THIS FORM VOTING FORM IF YOU DO NOT WISH TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AXALTO HOLDING N.V. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INTENTIONS.

EUROCLEAR FRANCE S.A. WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED. IF NO DIRECTION IS MADE, EUROCLEAR FRANCE S.A. WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE SUPERVISORY BOARD AND BOARD OF MANAGEMENT OF AXALTO HOLDING N.V., WHICH RECOMMEND A VOTE FOR THE PROPOSAL LISTED BELOW

This form must be received by your account holder or by your intermediary by the record date at the latest

| NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.) |
| NUMBER OF SHARES OF AXALTO HOLDING N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN |
| ACCOUNT NUMERO WITH THE ACCOUNT HOLDER OR INTERMEDIARY |
| NAME AND ADDRESS OF THE ACCOUNT HOLDER |
| CONTACT TELEPHONE NUMBER OF THE ACCOUNT HOLDER OR INTERMEDIARY (to be completed by your account holder or intermediary) |

The undersigned hereby authorises Euroclear France S.A. to exercise the voting instructions on behalf of the undersigned in respect of the shares mentioned above and as regards the following item on the agenda of the Extraordinary General Meeting of shareholders.

**Item number 2**

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<th>In favour</th>
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<td>No. of shares:</td>
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The undersigned hereby undertakes to hold his/her shares on January 25, 2006 (the “record date”).

Executed at on 2006
Signature