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 10:00 a.m. CET on Wednesday, May 20, 2009. Registration will take place between 9:00 a.m. and 9:45 a.m. CET.

Notice of the 2009 Annual General Meeting of Shareholders of Gemalto N.V.

Agenda
1. Opening and announcements
2. Presentation 2008 Annual Report
3. Adoption of the 2008 Financial Statements (Voting item)
4. Dividend policy and allocation of 2008 results
5. Discharge of Board members for the fulfilment of their duties during the past financial year
   a. Discharge of the Chief Executive Officer (Voting item)
   b. Discharge of the non-executive Board members (Voting item)
6. Appointment and reappointment of Board members
   a. Appointment of Mr. Buford Alexander until the close of the 2013 AGM (Voting item)
   b. Reappointment of Mr. Kent Atkinson until the close of the 2013 AGM (Voting item)
   c. Reappointment of Mr. David Bonderman until the close of the 2013 AGM (Voting item)
   d. Reappointment of Mr. Johannes Fritz until the close of the 2012 AGM (Voting item)
   e. Reappointment of Mr. John Ormerod until the close of the 2013 AGM (Voting item)
7. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (Voting item)
8. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2009 financial year (Voting item)
9. Questions
10. Adjournment

Language - Documents
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 2008 Annual Report (including the 2008 Financial Statements), as well as information on the persons proposed for appointment and reappointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozzi-laan 387, 1083 HN Amsterdam, the Netherlands) and at the offices of Gemalto International S.A.S. (6, rue de la Verriere, 92190 Meudon, France) and are published on Gemalto's website (www.gemalto.com).

Record date
In accordance with section 25.3 and 25.4 of Gemalto's Articles of Association, the Board has decided that the persons entitled to attend and cast votes at the AGM will be those who are recorded as having such rights on April 27, 2009 (the "Record Date") in a register designated by the Board for that purpose, regardless of whether they are shareholder at the time of the AGM.

This means that shareholders need to own Gemalto shares on April 27, 2009, the Record Date, to be entitled to attend and cast votes, but do not need to block their shares from the Record Date until the AGM date of May 20, 2009.

Admission to the AGM
Gemalto shares can be held in two ways:
1. As registered shares (i.e. shareholders are included in Gemalto's shareholders' register);
2. In an account with an account holder or intermediary through Euroclear France S.A. (i.e. these shares are included in Gemalto's shareholders' register in the name of Euroclear France S.A.).

1 Registered shareholders
Registered shareholders are registered in Gemalto's shareholders' register. They do not hold shares via participants of Euroclear France S.A. and therefore do not have any relation with Euroclear France S.A.

All registered shareholders will receive a letter from Gemalto by post at their address on record containing an invitation for the AGM, the agenda, including the explanatory notes, and the procedure for registering for and voting at the AGM. All documents are also available on Gemalto's website (www.gemalto.com/investors).

Attendance at AGM and voting in person
If a registered shareholder wishes to attend the AGM and to vote in person, he or she must complete the "Attendance" form.

Appointment of representative
If a registered shareholder is unable to attend the AGM, but wishes to appoint a representative to attend the AGM and to vote on his or her behalf, he or she must complete the "Power of attorney" form.

Voting instructions
If a registered shareholder is unable to attend the AGM, but wishes to appoint Gemalto's registrar, NMC, as his or her representative to attend the AGM and to vote in accordance with his or her voting instructions, he or she must complete the "Power of attorney" form. The completed "Attendance" form or "Power of attorney" form must be received by NMC at the latest on May 15, 2009.

2 Shareholders holding their shares through Euroclear France S.A. ("Indirect Shareholders")
Indirect Shareholders are not registered in Gemalto's shareholders' register, but hold their shares through Euroclear France S.A.

Attendance at AGM and voting in person
If an Indirect Shareholder wishes to attend the AGM and to vote in person, he or she must obtain a power of attorney from Euroclear France S.A. by completing the form "Request for power of attorney".

Appointment of representative
If an Indirect Shareholder is unable to attend the AGM, but wishes to appoint a representative to attend the AGM and to vote on his or her behalf, he or she must obtain a power of attorney from Euroclear France S.A. by completing the form "Request for power of attorney".

Voting instructions
If an Indirect Shareholder is unable to attend the AGM, but wishes to provide Euroclear France S.A. with voting instructions for the AGM to vote on his or her behalf, he or she must complete the form "Voting instructions".

Indirect Shareholders should contact their intermediary to receive the required form "Request for power of attorney" or form "Voting instructions" or refer to Gemalto's website (www.gemalto.com/investors). The completed "Request for power of attorney" form or "Voting instructions" form must be received by their intermediary at the latest on May 15, 2009.

Transfer of shares – registered shareholders
Indirect Shareholders may transfer their Gemalto shares in their own name in order to get registered directly in Gemalto's shareholders' register. Indirect Shareholders wishing to do so should contact NMC.

Registration and identification of persons attending the AGM on May 20, 2009
Registration will take place at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands, between 9:00 a.m. and 9:45 a.m. CET, on Wednesday, May 20, 2009. Once the proceedings have started, registration will no longer be possible.

Shareholders and other persons entitled to attend the AGM will be required to present proof of identification 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.

Information for shareholders
Gemalto's registrar is Netherlands Management Company B.V. ("NMC"). For information and documentation, please contact NMC as follows:
Visit our address: Parnassustoren, Locatelinkade 1, 1076 AZ Amsterdam, the Netherlands
P.O. Box 75215, 1070 AE Amsterdam, the Netherlands
Tel: +31 20 57 67 124 / fax: +31 20 42 06 190
Email: registrar.and.shareholder.services@tml-group.com
The contact person at NMC is Ms. Saskia Engel (English speaking) or Ms. Juliette Hunt (French speaking).

The Board of Directors
Amsterdam, April 17, 2009