APPENDIX I  Attendance form

You should complete this form if you wish to attend the AGM of Gemalto on May 19, 2010 and to vote in person

The Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) will 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 19, 2010.

The undersigned shareholder,

……………………………………………………………………………………………………….(name),

……………………………………………………………………………………………………….(address),

……………………………………………………………………………………………………….(if applicable: legally represented by),

hereinafter referred to as the “Shareholder”, acting in his capacity as holder of ……………….. (number) shares in Gemalto N.V., will attend and vote in person at the AGM on Gemalto on May 19, 2010.

The Shareholder undertakes to hold his shares on April 21, the Record Date.

(Please note that your shares do not need to be blocked until the AGM on May 19, 2010)

Signature:………………………………………………………………………………………………………

Place:………………………………………………………………………………………………………

Date:………………………………………………………………………………………………………

This form must be received by NMC at the latest on May 14, 2010.
APPENDIX II  Power of attorney

You should complete this form:
- if you wish to appoint a representative to attend the AGM of Gemalto on May 19, 2010 and vote on your behalf, or
- if you wish to appoint Gemalto’s registrar, NMC as your representative to attend the AGM of Gemalto on May 19, 2010 and vote in accordance with your voting instructions

The Annual General Meeting of Shareholders ("AGM") of Gemalto N.V. ("Gemalto") will 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 19, 2010.

The undersigned shareholder,

……………………………………………………………………………………………………….(name),
……………………………………………………………………………………………………….(address),
……………………………………………………………………………………………………….(legally represented by),

hereinafter referred to as the “Shareholder”, acting in his capacity as holder of ............... (number) shares in Gemalto N.V.,

(* Please tick below as appropriate)

O grants a power of attorney to:

……………………………………………………………………………………………………….(name),
……………………………………………………………………………………………………….(address),
……………………………………………………………………………………………………….(country),

to represent the Shareholder at the AGM on May 19, 2010, and to vote the shares on his behalf.

O grants a power of attorney to:

Netherlands Management Company B.V. ("NMC")
Legally represented by Saskia Engel and/or Sandra Lombert
Parnassustoren, Locatellikade 1, 1076 AZ Amsterdam, the Netherlands

to represent the Shareholder at the AGM on May 19, 2010, and to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:
Please note that if no voting instructions are made, NMC will vote in respect of the shares of the Shareholder in accordance with the recommendations of the Board of Gemalto, that recommends a vote in favour of each of the agenda items listed above.

The Shareholder undertakes to hold his shares on April 21, the Record Date.

(Please note that your shares do not need to be blocked until the AGM on May 19, 2010)

Signature:……………………….………………………………………………………………………….
Place:……………………………………………………………………………………………………….
Date:…………………………….……………………… ………………………………………………….

This form must be received by your intermediary at the latest on May 14, 2010.