Date: March 16, 2011
Subject: Gemalto N.V. – Notice for the Annual General Meeting of Shareholders on May 18, 2011

Dear Shareholder,

You are invited to attend the Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. ("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 18, 2011.

Registration will take place between 9:00 a.m. and 9:45 a.m. CET.

Agenda

1. Opening
2. 2010 Annual Report (Discussion item)
3. Adoption of the 2010 Financial Statements (Voting item)
4. Dividend
   a. Dividend policy (Discussion item)
   b. Proposal to distribute a dividend in cash of EUR 0.28 per share for the 2010 financial year (Voting item)
5. Discharge of Board members for the fulfilment of their duties during the 2010 financial year
   a. Discharge of the Chief Executive Officer (Voting item)
   b. Discharge of the Non-executive Board members (Voting item)
6. Reappointment of Board members
   a. Reappointment of Mr. Alex Mandl as Non-executive Board member until the close of the 2015 AGM (Voting item)
   b. Reappointment of Mr. Michel Soublin as Non-executive Board member until the close of the 2015 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 2011 financial year (Voting item)
9. Questions
10. Adjournment

The agenda, including the explanatory notes, Gemalto’s 2010 Annual Report (including the 2010 Financial Statements), as well as information on the persons proposed for reappointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozzielaan 382, 1083 HN Amsterdam, the Netherlands), at the offices of Gemalto International S.A.S. (6, rue de la Verrerie, 92190 Meudon, France) and are published on Gemalto’s website (www.gemalto.com).
Shareholders of Gemalto are invited to attend the AGM. A notice announcing the place, date and time of the AGM, the agenda and the procedure for registering for and voting at the AGM has been published in a Dutch and a French newspaper on March 16, 2011.

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 as per the closure of the Euronext Paris stock market on April 20, 2011 (the “Record Date”) in Gemalto’s shareholders register, regardless of whether they are shareholder at the time of the AGM.

This means that you need to own your Gemalto shares on April 20, 2011, the Record Date, to be entitled to attend and cast votes at the AGM on May 18, 2011, but you do not need to block your shares from the Record Date until the AGM on May 18, 2011.

Procedure for registering for and voting at the AGM

Attendance at AGM: If you wish to attend the AGM and vote in person, you must complete the “Attendance” form (Appendix I). If you wish to appoint a representative to attend the AGM and vote on your behalf, you must complete the form “Power of attorney” (Appendix II).

Voting instructions: If you wish to appoint Gemalto’s registrar, NMC, as your representative to attend the AGM and vote in accordance with your voting instructions, you must complete the form “Power of attorney” (Appendix II).

The completed forms must be received by NMC at the latest on May 13, 2011.

Thank you for your attention in this matter.

Yours truly, for Gemalto N.V.

Netherlands Management Company B.V. (“NMC”)
Registrar

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Tel: +31 20 57 57 124 / fax +31 20 67 30 016
Email: registrar.and.shareholder.services@tmf-group.com

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