APPENDIX I Attendance form

You should complete this form if you wish to attend the AGM of Gemalto on May 18, 2011 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 18, 2011.

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, will attend and vote in person at the AGM of Gemalto on May 18, 2011.

Please note 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 of Gemalto on May 18, 2011, but you do not need to block your shares from the Record Date until the AGM of Gemalto on May 18, 2011.

Signature:......................................................................................................................................................

Place:.............................................................................................................................................................

Date:..............................................................................................................................................................

This form must be received by NMC at the latest on May 13, 2011.
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 18, 2011 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 18, 2011 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 18, 2011.

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,

(* Please tick below as appropriate)
O grants a power of attorney to:

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

to represent the Shareholder at the AGM of Gemalto on May 18, 2011 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 of Gemalto on May 18, 2011, 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.

Please note 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 of Gemalto on May 18, 2011, but you do not need to block your shares from the Record Date until the AGM of Gemalto on May 18, 2011.

Signature:...........................................................................................................

Place:.....................................................................................................................

Date:.....................................................................................................................

This form must be received by NMC at the latest on May 13, 2011.

<table>
<thead>
<tr>
<th>N°.</th>
<th>Agenda (Voting items)</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
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<td>3.</td>
<td>Adoption of the 2010 Financial Statements</td>
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<td>4b.</td>
<td>Proposal to distribute a dividend in cash of EUR 0.28 per share for the 2010 financial year</td>
<td></td>
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<tr>
<td>5a.</td>
<td>Discharge of the Chief Executive Officer for the fulfilment of his duties during the 2010 financial year</td>
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<td>5b.</td>
<td>Discharge of the Non-executive Board members for the fulfilment of their duties during the 2010 financial year</td>
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<tr>
<td>6a.</td>
<td>Reappointment of Mr. Alex Mandl as Non-executive Board member until the close of the 2015 AGM</td>
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<td>6b.</td>
<td>Reappointment of Mr. Michel Soublin as Non-executive Board member until the close of the 2015 AGM</td>
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<td>7.</td>
<td>Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto</td>
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<td>8.</td>
<td>Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2011 financial year</td>
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