Date: April 10, 2012
Subject: Gemalto N.V. – Notice for the Annual General Meeting of Shareholders on May 24, 2012

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 Thursday, May 24, 2012.

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

**Agenda**

1. Opening
2. 2011 Annual Report *(Discussion item)*
3. Adoption of the 2011 Financial Statements *(Voting item)*
4. Dividend
   a. Dividend policy *(Discussion item)*
   b. Distribution of a dividend in cash of €0.31 per share for the 2011 financial year *(Voting item)*
5. Discharge of Board members for the fulfilment of their duties during the 2011 financial year
   a. Discharge of the Chief Executive Officer *(Voting item)*
   b. Discharge of the Non-executive Board members *(Voting item)*
6. Appointment of Board members
   a. Reappointment of Mr. Olivier Piou as Executive Board member until the close of the 2016 AGM *(Voting item)*
   b. Reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2016 AGM *(Voting item)*
   c. Reappointment of Mr. Arthur van der Poel as Non-executive Board member until the close of the 2016 AGM *(Voting item)*
   d. Appointment of Mrs. Yen Yen Tan as Non-executive Board member until the close of the 2016 AGM *(Voting item)*
   e. Appointment of Mrs. Drina Yue as Non-executive Board member until the close of the 2016 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 2012 financial year *(Voting item)*
9. Questions
10. Adjournment

The agenda, including the explanatory notes, Gemalto’s 2011 Annual Report (including the 2011 Financial Statements), as well as information on the persons proposed for appointment to the Board, are available, free of charge, at Gemalto’s head office (Barbara Strozzilaan 382, 1083 HN Amsterdam, the Netherlands) and at
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 April 10, 2012.

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 after the close of trading on the Euronext Paris stock exchange on April 26, 2012 (the “Record Date”) in Gemalto’s shareholders register, or in a register of a financial institution affiliated to Euroclear France S.A., regardless of whether they are shareholder at the time of the AGM.

This means that you need to own your Gemalto shares on April 26, 2012, the Record Date, to be entitled to attend and cast votes at the AGM on May 24, 2012, but you do not need to block your shares from the Record Date until the AGM on May 24, 2012.

**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, TMF, 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 can be sent to TMF by e-mail, fax or ordinary mail. **The completed forms must be received by TMF at the latest on May 18, 2012.**

Thank you for your attention in this matter.

Yours truly, for Gemalto N.V.

TMF Netherlands B.V.
Registrar

TMF Netherlands B.V. (“TMF”)
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Tel: +31 20 57 55 600 / fax +31 20 67 30 016
Email: registrar.and.shareholder.services@tmf-group.com

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