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 2:00 p.m. CET on Thursday, May 23, 2013. Registration will take place between 1:00 p.m. and 1:45 p.m. CET.

**Notice of the 2013 Annual General Meeting of Shareholders of Gemalto N.V.**

**Agenda for the meeting**

1. Opening
2. 2012 Annual Report *(Discussion item)*
3. Adoption of the 2012 Financial Statements *(Voting item)*
4. Dividend
   a. Dividend policy *(Discussion item)*
   b. Distribution of a dividend in cash of €0.34 per share for the 2012 financial year *(Voting item)*
5. Discharge of Board members for the fulfilment of their duties during the 2012 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. Buford Alexander as Non-executive Board member until the close of the 2017 AGM *(Voting item)*
   b. Reappointment of Mr. John Ormerod as Non-executive Board member until the close of the 2015 AGM *(Voting item)*
   c. Appointment of Ms. Homaira Akbari as Non-executive Board member until the close of the 2017 AGM *(Voting item)*
7. Amendment of the remuneration structure for the Non-executive Board members *(Voting item)*
8. Amendment of the Articles of Association of Gemalto *(Voting item)*
9. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto *(Voting item)*
10. Extension of authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto and to limit or exclude pre-emption rights
    a. Extension of the authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto *(Voting item)*
    b. Extension of the authorization of the Board to limit or exclude pre-emption rights in connection with an issue of shares or the grant of rights to acquire shares in the share capital of Gemalto *(Voting item)*
11. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2013 financial year *(Voting item)*
12. Questions
13. 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 2012 Annual Report (including the 2012 Financial Statements), information on the persons proposed for appointment to the Board, the Dutch text of the proposed amendments to Gemalto’s Articles of Association and an unofficial English translation thereof, are available, free of charge, at Gemalto’s head office (Barbara Strozzilaan 382, 1083 HN Amsterdam, the Netherlands) and 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](http://www.gemalto.com)).
**Record date**
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 relevant NYSE Euronext stock exchange on April 25, 2013 (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 shareholders at the time of the AGM.
This means that shareholders need to own Gemalto shares on April 25, 2013, the Record Date, to be entitled to attend and cast votes, but they do not need to block their shares from the Record Date until the AGM on May 23, 2013.

**Procedure for registering for and voting at the AGM**
Gemalto shares can be held in two ways:
- in an account in a bank, a financial institution, an account holder or an intermediary, these shares then being included in Gemalto’s shareholders register in the name of Euroclear France S.A. (“Euroclear”); or
- listed in the shareholders’ own name in Gemalto’s shareholders register.

1. Shareholders holding their shares in an account in a bank, a financial institution, an account holder or an intermediary (“Unregistered shareholders”)

**Attendance at AGM:** Unregistered shareholders who wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and vote on their behalf, must obtain a power of attorney from Euroclear by completing the form “Request for power of attorney”.

**Voting instructions:** To provide Euroclear with voting instructions for the AGM, Unregistered shareholders must complete the form “Voting instructions”.

Unregistered shareholders should contact their bank or intermediary to receive the forms “Request for power of attorney” and “Voting instructions”. All documents are also available on Gemalto’s website ([www.gemalto.com/investors](http://www.gemalto.com/investors)).

The completed forms can be sent to the bank or intermediary by e-mail, fax or ordinary mail following the relevant instructions of the bank or intermediary. **The completed forms must be received by the bank or intermediary at the latest on May 17, 2013.**

2. Shareholders listed in Gemalto’s shareholders register (“Registered shareholders”)
This case applies to shareholders who have transferred their shares in their own name in order to become listed in Gemalto’s shareholders register. Shareholders wishing to do so should contact TMF Netherlands B.V. (“TMF”).

**Attendance at AGM:** Registered shareholders who wish to attend the AGM and vote in person must complete the “Attendance” form. Registered shareholders who wish to appoint a representative to attend the AGM and vote on their behalf must complete the form “Power of attorney”.

**Voting instructions:** Registered shareholders who wish to appoint Gemalto’s registrar, TMF, as their representative to attend the AGM and vote in accordance with their voting instructions must complete the form “Power of attorney”.

Registered shareholders will receive a letter from Gemalto by mail containing an invitation for the AGM and the procedure for registering for and voting at the AGM. All documents are also available on Gemalto’s website ([www.gemalto.com/investors](http://www.gemalto.com/investors)).
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 17, 2013.**

**Registration and identification**
Registration will take place at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands, between 1:00 p.m. and 1:45 p.m. CET, on Thursday, May 23, 2013. Once the meeting has started, registration is no longer possible.

Shareholders and other persons entitled to attend the AGM will be required to present valid identity papers 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.

**Dividend**
Gemalto proposes at the AGM to distribute a dividend in cash of €0.34 per share for the 2012 financial year. If this resolution is adopted, the dividend shall become payable on May 30, 2013 and will be paid to shareholders through BNP Paribas Securities Services S.C.A., Paris, France.

The dividend in cash is in principle subject to 15% Dutch dividend withholding tax, which will be deducted by Gemalto from the dividend paid to the shareholders. Some shareholders may be eligible to claim a refund of the tax withheld, if certain conditions are met. Shareholders are advised to consult their own tax advisor on their applicable situation with respect to any tax aspects relating to the dividend.

**Time schedule:**
May 27, 2013: Ex-dividend date, *i.e.* the date as of which shares are traded without the right to the dividend
May 29, 2013: Dividend record date, *i.e.* the date on which the positions of the shareholders need to be recorded as per close of business in order to be entitled to the distribution
May 30, 2013: Payment of dividend

**Information for shareholders**
Gemalto’s registrar is TMF Netherlands B.V. (“TMF”).

For information and documentation, please contact TMF as follows:
Visiting address: Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands
P.O. Box 23393, 1100 DW Amsterdam Zuidoost, the Netherlands
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 Ms. Saskia Engel and Ms. Sandra Lombert. Both are Dutch, English and French speaking.

The Board of Gemalto N.V.
Amsterdam, the Netherlands, March 27, 2013