APPENDIX I  Request for power of attorney

You should complete this form:
- if you wish to attend the AGM of Gemalto on May 23, 2013 and to vote in person, or
- if you wish to appoint a representative to attend the AGM of Gemalto on May 23, 2013 and to vote on your behalf

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 2:00 p.m. CET on Thursday, May 23, 2013.

The undersigned shareholder,
(name)........................................................................................................................................
(address) ........................................................................................................................................
(if applicable: legally represented by) ................................................................................................
(account number with the account holder or intermediary)................................................................
(details of the account holder or intermediary)..............................................................................
(phone number of the account holder or intermediary) .................................................................

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

(* Please tick below as appropriate)

Ο will attend and vote in person at the AGM of Gemalto on May 23, 2013.
Ο authorizes:
(name)........................................................................................................................................
(address) ........................................................................................................................................
(country).........................................................................................................................................

to represent the Shareholder at the AGM of Gemalto on May 23, 2013, to speak on behalf of the Shareholder, and to vote on the shares on his/her behalf.

The Shareholder hereby requests Euroclear France S.A. to issue a power of attorney enabling the Shareholder or his/her representative to vote on his/her shares at the AGM of Gemalto on May 23, 2013.

Please note that you need to own your Gemalto shares on April 25, 2013, the Record Date, to be entitled to attend and cast votes at the AGM of Gemalto on May 23, 2013, but you do not need to block your shares from the Record Date until the AGM of Gemalto on May 23, 2013.

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

This form must be received by the bank or intermediary at the latest on May 17, 2013.
### APPENDIX II

**Voting instructions form**

You should complete this form if you wish to provide Euroclear France S.A. 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 2:00 p.m. CET on Thursday, May 23, 2013.

The undersigned shareholder,

(name) …………………………………………………………………………………………………… …………………………………

(address) …………………………………………………………………………………………………… ………………………………

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

(account number with the account holder or intermediary) ………………………………………………………………………………….

(details of the account holder or intermediary) ……………………………………………………………………………………………………….

(phone number of the account holder or intermediary) ……………………………………………………………………………………………………….

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of ……………. (number) shares in Gemalto, hereby authorises Euroclear France S.A. to vote on the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

<table>
<thead>
<tr>
<th>No.</th>
<th>Agenda (Voting items)</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.</td>
<td>Adoption of the 2012 Financial Statements</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4b.</td>
<td>Distribution of a dividend in cash of €0.34 per share for the 2012 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a.</td>
<td>Discharge of the Chief Executive Officer for the fulfilment of his duties during the 2012 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b.</td>
<td>Discharge of the Non-executive Board members for the fulfilment of their duties during the 2012 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a.</td>
<td>Reappointment of Mr. Buford Alexander as Non-executive Board member until the close of the 2017 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6b.</td>
<td>Reappointment of Mr. John Ormerod as Non-executive Board member until the close of the 2015 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6c.</td>
<td>Appointment of Ms. Homaira Akbari as Non-executive Board member until the close of the 2017 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td>Amendment of the remuneration structure for the Non-executive Board members</td>
<td></td>
<td></td>
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<tr>
<td>8.</td>
<td>Amendment of the Articles of Association of Gemalto</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9.</td>
<td>Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a.</td>
<td>Extension of the authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b.</td>
<td>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</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11.</td>
<td>Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2013 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Please note that if no voting instructions are made, Euroclear France S.A. 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 25, 2013, the Record Date, to be entitled to attend and cast votes at the AGM of Gemalto on May 23, 2013, but you do not need to block your shares from the Record Date until the AGM of Gemalto on May 23, 2013.

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

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

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

**This form must be received by the bank or intermediary at the latest on May 17, 2013.**