Notice of the 2015 Annual General Meeting of Shareholders of Gemalto N.V.

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 21, 2015. Registration will take place between 1:00 p.m. and 1:45 p.m. CET.

**Agenda for the meeting**

1. Opening
2. 2014 Annual Report (*Discussion item*)
3. Application of the remuneration policy in 2014 in accordance with article 2:135 paragraph 5a Dutch Civil Code (*Discussion item*)
4. Adoption of the 2014 Financial Statements (*Voting item*)
5. Dividend
   a. Dividend policy (*Discussion item*)
   b. Distribution of a dividend in cash of €0.42 per share for the 2014 financial year (*Voting item*)
6. Discharge of Board members for the fulfilment of their duties during the 2014 financial year
   a. Discharge of the Chief Executive Officer (*Voting item*)
   b. Discharge of the Non-executive Board members (*Voting item*)
7. Appointment of Board members
   a. Reappointment of Mr. Alex Mandl 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 2017 AGM (*Voting item*)
   c. Appointment of Mr. Joop Drechsel as Non-executive Board member until the close of the 2019 AGM (*Voting item*)
8. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (*Voting item*)
9. Authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto with or without pre-emptive rights accruing to shareholders
   a. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders (*Voting item*)
   b. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with pre-emptive rights accruing to shareholders (*Voting item*)
   c. Authorization of the Board to limit or exclude a part of the pre-emptive rights accruing to shareholders in connection with the above resolution 9.b for the purpose of M&A and/or (strategic) alliances (*Voting item*)
10. Appointment of external auditors
    a. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2015 financial year (*Voting item*)
    b. Appointment of KPMG Accountants N.V. as external auditor for the 2016 financial year (*Voting item*)
11. Questions
12. 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 2014 Annual Report (including the 2014 Financial Statements) and the 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 the office 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 of Gemalto 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 Euronext stock exchange on April 23, 2015 (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, to be entitled to attend and cast votes, shareholders need to own Gemalto shares on April 23, 2015, the Record Date, but they do not need to block their shares from the Record Date until the AGM on May 21, 2015.

**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 “Request for power of attorney” form.

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

   Unregistered shareholders should contact their bank or intermediary to receive the “Request for power of attorney” and “Voting instructions” forms. All documents are also available on Gemalto’s website (www.gemalto.com). 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 15, 2015.** Please be aware that your bank or intermediary may have an earlier internal deadline.

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 “Power of attorney” form.

   **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 “Power of attorney” form.

   Registered shareholders will receive from Gemalto by ordinary mail 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). 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 15, 2015.**

**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 21, 2015. 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 to the AGM to distribute a dividend in cash of €0.42 per share for the 2014 financial year. If this resolution is adopted, the dividend shall become payable on May 28, 2015 and will be paid to shareholders through BNP Paribas Securities Services S.C.A., Paris, France.

Time schedule:
May 26, 2015: Ex-dividend date, i.e. the date as of which shares are traded without the right to the dividend
May 27, 2015: 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 28, 2015: Payment of dividend

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.

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
Mailing address: TMF, 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 18, 2015