Invitation letter to shareholders holding their shares through Euroclear France S.A.

Date: March 18, 2015
Subject: Gemalto N.V. – Notice for the Annual General Meeting of Shareholders on May 21, 2015

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 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.

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 on Gemalto’s website (www.gemalto.com) on March 18, 2015.

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, you need to own your Gemalto shares on April 23, 2015, the Record Date, but you do not need to block your shares from the Record Date until the AGM on May 21, 2015.

Procedure for registering for and voting at the AGM:
You hold your Gemalto shares 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”).

Attendance at AGM: If you wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and to vote on your behalf, you must obtain a power of attorney from Euroclear by completing the “Request for power of attorney” form (Appendix I).

Voting instructions: If you wish to provide Euroclear with voting instructions for the AGM, you must complete the “Voting instructions” form (Appendix II).

You should contact your 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 your bank or your intermediary at the latest on May 15, 2015. Please be aware that your bank or intermediary may have an earlier internal deadline.

Transfer of shares to become a Registered shareholder listed in Gemalto’s shareholder register
You may transfer your Gemalto shares in your own name in order to become listed in Gemalto’s shareholders register. If you wish to do so, you should contact TMF Netherlands B.V. (“TMF”) as per the below details.

Thank you for your attention in this matter.

Yours truly,
for the Board of Gemalto N.V.

TMF Netherlands B.V. Registrar

TMF Netherlands B.V. (“TMF”) 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.