Luxembourg, April 4, 2006

CONVENING NOTICE FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF APRIL 25, 2006

Dear Shareholder,

You are hereby convened to the

(1) Annual General Meeting of Shareholders
    of the Company

    which, in accordance with the articles of incorporation of the Company, will take place on:

    Tuesday April 25, 2006 at 11.00 A.M.
    at the Hotel Royal
    12, Boulevard Royal, L - 2449 Luxembourg

The agenda of the Annual General Meeting is as follows:

(1) to hear the reports of the Board of Directors:
    - on conflicts of interest pursuant to Article 57 of the Luxembourg law of August 10, 1915,
    - on the compensation of the CEO (Administrateur Délégué), the Chairman and the
      Board members pursuant to Article 60 of the Luxembourg law of August 10, 1915;

(2) to hear the Management Report by the Board of Directors of the Company for the year ended
    December 31, 2005;

(3) to hear the reports by the auditors of the Company in respect of the consolidated and unconsolidated
    financial statements of the Company for the year ended December 31, 2005;

(4) to consider and approve the financial statements (annual accounts: balance sheet and statement of
    profit and loss) of the Company for the year ended December 31, 2005 in their consolidated form;

(5) to consider and approve the financial statements (annual accounts: balance sheet and statement of
    profit and loss) of the Company for the year ended December 31, 2005 in their unconsolidated form;

(6) to allocate the results of the Company for the year ended December 31, 2005 by allocation of the
    annual net loss to the carry forward account;

(7) to grant discharge to all Directors of the Company who have been in office during the year ended
    December 31, 2005;

(8) to authorise the Company, or any wholly-owned subsidiary, to purchase, acquire or receive shares in
    the Company, from time to time over the stock exchange or in privately negotiated transactions, and
    in the case of acquisition for value, at a purchase price being no less than € 1.00 and no more than
    € 4.00 and on such terms as shall be determined by the Board of Directors of the Company, provided
such purchase is in conformity with Article 49-2 of the Luxembourg law of August 10, 1915 and with applicable laws and regulations, such authorisation being granted for purchases completed on or before October 25, 2007;

The acquisition of shares shall in addition be carried out in accordance with the following conditions:

(a) They may be made by all methods or means in accordance with applicable regulations.

(b) They may be made inter alia, and by order of priority:

(i) to reduce the capital of the Company (in value or in number of shares);

(ii) to meet obligations resulting from employee share option programs or other allocations of shares to employees of the Company or of an affiliated company;

(iii) to meet obligations resulting from debt financial instruments exchangeable into equity instruments;

(iv) to remit shares in payment or exchange in relation to possible external growth transactions;

(v) under the terms of a liquidity contract.

Shares redeemed may only be reduced as set out under (i) above with the prior authorisation of a General Meeting of Shareholders held following the date hereof.

(c) In accordance with Article 49-2 of the Luxembourg law of August 10, 1915, the maximum number of shares that the Company may hold pursuant to this authorisation is 10 % of the issued share capital of the Company.

(9) to confirm the principles of compensation of Board members;

(10) to approve the principles of the compensation package of the Chief Executive Officer, as a precautionary measure only in the event that all approvals and conditions of the proposed Gemalto combination are not obtained and satisfied by September 9, 2006;

(11) to reappoint the independent auditors PricewaterhouseCoopers for a one year period to end at the next Annual General Meeting deciding on the 2006 accounts;

(12) miscellaneous.

and to the

(11) Extraordinary General Meeting of Shareholders of the Company

which will also take place on

Tuesday 25th April 2006

at the Hotel Royal

12, Boulevard Royal, L - 2449 Luxembourg

following the Annual General Meeting

The agenda of the Extraordinary General Meeting is as follows:

To confirm and approve the authorised share capital of the Company fixed at an amount of four hundred million euro (€400,000,000) represented by 1,889,466,226 shares (the number of shares being subject to adjustment in the case of cancellation of shares or like procedure), to authorise the Board of Directors to issue shares up to the total amount of the authorised, unissued, share capital with or without reserving any pre-emptive subscription rights for existing shareholders and as the Board of Directors may in its discretion
determine, to extend the validity period of the authorised share capital provided for under item 5.2.1 and the authorisation to the Board of Directors to issue shares under the authorised share capital under item 5.2.1 while waiving or suppressing pre-emptive subscription rights of existing shareholders for a period starting on the day of the extraordinary general meeting of shareholders held on April 25, 2006 (or any adjournment thereof) and ending on the fifth anniversary from the date of publication of the deed recording the minutes of such meeting in the Mémorial, to acknowledge the report of the Board of Directors of the Company relating to the circumstances and conditions upon which shares may be issued against cash within the authorised share capital as provided for in section 5.2.1. of the articles of incorporation (as amended as per the present agenda item) whilst suppressing pre-emptive subscription rights of existing shareholders, to waive and authorise the Board of Directors to waive, suppress or limit pre-emptive subscription rights of existing shareholders and to consequentially amend paragraph 5.2 of the articles of incorporation of the Company to read as follows:

“5.2. The authorised capital is fixed at four hundred million Euro (Euro 400,000,000) consisting of one billion eight hundred and eighty-nine million four hundred and sixty-six thousand two hundred and twenty-six (1,889,466,226) shares, of no nominal value.

Out of the authorised share capital, the board of directors is authorised to issue further shares up to the total authorised share capital in whole or in part from time to time with or without reserving any pre-emptive subscription rights for existing shareholders and as it may in its discretion determine within a period expiring (x) for issues of shares reserved pursuant to items (i) to (iv) in 5.2.1. below, on the fifth anniversary after the date of publication of the minutes of the extraordinary general meeting held on 25th April 2006, and (y) for any other issues of shares pursuant to 5.2.2. hereunder on the third anniversary after the date of publication of the minutes of the extraordinary general meeting held on 27th April 2004 (each time subject to extensions) and to determine the conditions of any such subscription (provided that part of the authorised capital is reserved as described below).

5.2.1. Out of the authorised share capital the following items (i) to (iv) shall be reserved with no pre-emption rights for:

(i) the issue of a maximum of twenty million (20,000,000) shares in exchange at a ratio of fifty (50) new shares in the Corporation for one (1) share of classes A, B or C of Gemplus S.A., a company incorporated under the laws of the Republic of France, registered in Marseille, under the number 349711200;

(ii) the issue of a maximum of fifty-six million eight hundred forty-five thousand and seven hundred (56,845,700) shares either in exchange at a ratio of fifty (50) new shares of the Corporation for one share of Gemplus S.A. to be issued under any of the Gemplus S.A. stock option plans in existence on 1st February 2000 or before or with respect to options to be issued by the Company to subscribe for shares in the Company upon terms identical to those existing for options issued under any of the Gemplus S.A. stock option plans in existence on 1st February, 2000 or before, against surrender or exchange of, or renunciation to, such latter stock options in the same amounts on an adjusted basis (subject to the applicable ratio);

(iii) the issue of a maximum of fifty million (50,000,000) shares with respect to the options granted to the employees or officers of the Gemplus group (including any subsidiaries or affiliates of the Corporation) in accordance with the stock option plan as from time to time determined by the board of directors subject to such further conditions as may be imposed by the general meeting of shareholders; and

(iv) the issue of a total number of a maximum of up to sixty million (60,000,000) shares without nominal value to senior management, board members and/or executives throughout the Gemplus Group either (a) by way of stock options, the terms and conditions thereof and/or relating thereto to be determined by the board of directors in its sole discretion, and/or (b) except in the case of board members, by way of free shares, the Corporation transferring, upon the issue of such free shares, an amount equivalent to the accounting par of such shares from its realised profits or distributable reserves to its share capital.

5.2.2. notwithstanding the foregoing it is specified that any other issues of shares within the authorised share capital may be made with or without reserving to the existing shareholders a preferential
Subscription right as determined by the board of directors, including but without limitation for issues of shares in the cases foreseen under 5.2.1 above but for a higher number of shares.”

Participation in the meetings and the right to vote is restricted to Shareholders. Shareholders must, therefore, be able to prove that they are Shareholders as of the date of the meeting in order to attend.

If the Shareholder’s shares are registered in the register of Shareholders

Each Shareholder inscribed in the Shareholder register (or his or her legal representative) may attend the meeting or be represented at such meeting.

Registered Shareholders may also vote by proxy. A proxy form is enclosed. In the event a Shareholder wishes to vote by proxy, he or she must complete and sign the enclosed proxy form and return it by fax to +33 3 26 09 89 83 and by mail to Gemplus International S.A. c/o HSBC France, Service Assemblées GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman - B.P. 2704, 51051 REIMS CEDEX France. In order to be included in the votes, the proxy should be received by 5 p.m. Luxembourg time on April 21st, 2006. The proxy will only be valid if it includes the Shareholder’s or his or her legal representative’s first name, surname, number of shares held and official address and signature. Shareholders should note that HSBC France may not be named as proxy holder.

If the Shareholder’s shares are held through a clearing system

Shareholders who hold their shares through a clearing system need to contact their bank or stockbroker in order to receive a certificate - either from their bank or stockbroker or from the French correspondent of their bank or stockbroker - confirming the identity of the Shareholder, Shareholder status and number of shares held and the blocking of such shares until after the meeting.

The certificate must further state that the relevant shares are held through Euroclear France. Shareholders should then deliver such certificate in original to HSBC France, Service Assemblées GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman - B.P. 2704, 51051 REIMS CEDEX France, telephone number: +33 3 26 09 86 26, fax number: +33 3 26 09 89 83 by 5 p.m. Luxembourg time on April 21st, 2006 in order to have an admission card which HSBC France will make available for such Shareholders at the meeting. Alternatively such Shareholders can instruct their bank or stockbroker to have their shares transferred out of Euroclear France and inscribed in the Shareholder register in their own name.

Shareholders holding their shares through a clearing system may also vote by proxy. A proxy form may be obtained at HSBC France, Service Assemblées GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman - B.P. 2704, 51051 REIMS CEDEX France, by telephone on +33 3 26 09 86 26 or by fax on +33 3 26 09 89 83. In the event a Shareholder wishes to vote by proxy he or she must complete and sign the proxy form and return it together with the certificate referred to above by fax to +33 3 26 09 89 83 and by mail to Gemplus International S.A. c/o HSBC France, Service Assemblées GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman - B.P. 2704, 51051 REIMS CEDEX France. In order to be included in the votes, the proxy and the certificate should be received by 5 p.m. Luxembourg time on April 21st, 2006. The proxy will only be valid if it includes the Shareholder’s or his or her legal representative’s first name, surname, number of shares held and official address and signature. Shareholders should note that HSBC France may not be named as proxy holder.

The Annual General Meeting can be validly held whatever the number of shares represented at such meeting, and resolutions shall be validly adopted at such meeting if approved by a simple majority.
The Extraordinary General Meeting can be validly held if at least 50% of the shares issued and outstanding are present or represented. Resolutions at the extraordinary general meeting will be validly adopted at such extraordinary general meeting if approved by a two-thirds majority of the shares present or represented. If the quorum referred to above is not reached the extraordinary general meeting will be reconvened for a date at least one month later and no quorum will be required at such reconvened meeting for a valid deliberation.

Sincerely yours,

Gemplus International S.A.
The Board of Directors