

Appendix I Letter to shareholders holding their shares through Euroclear France S.A.

To shareholders of Axalto Holding N.V. (the "Company")
holding their shares through Euroclear France S.A.

Date May 2, 2006
Subject Axalto Holding N.V. – Annual General Meeting of Shareholders
Ref. Letter to shareholders

Dear Shareholder,

The Annual General Meeting of Shareholders of Axalto Holding N.V. (the "Company") will take place at the Crowne Plaza Hotel Amsterdam-Schiphol, Planeetbaan 2, Hoofddorp, the Netherlands at 10:30 a.m. CET on Friday, May 19, 2006.

Registration will take place between 9.30 a.m. and 10.15 a.m. CET.

The agenda for the meeting includes the following items:

1. Opening and Announcements
 2. Annual Report 2005
 3. Adoption of the 2005 Financial Statements (*Resolution*)
 4. Allocation of profits
 5. a. Discharge of the Chief Executive Officer for the fulfilment of his duties during the past financial year (*Resolution*)
b. Discharge of the non-executive members of the Board of Directors for the fulfilment of their duties during the past financial year (*Resolution*)
 6. Authorization of the Board of Directors to repurchase shares in the Company (*Resolution*)
 7. Re-appointment of external auditor for the financial year 2006 (*Resolution*)
 8. Remuneration of the non-executive members of the Board of Directors (*Resolution*)
 9. If the Contribution in Kind has not been completed prior to the Annual General Meeting of Shareholders, re-appointment of Mr. W. Stolwijk as non-executive member of the Board of Directors (*Resolution*)
 10. Any other business.
- Adjournment

You hold your shares through Euroclear France S.A., and those shares are included in the shareholders register of the Company (which is being kept by Netherlands Management Company B.V ("NMC"), the Company's registrar) in the name of Euroclear France S.A.

The Board of Directors has decided that persons entitled to attend and cast votes at the Annual General Meeting of Shareholders on May 19, 2006, will be those who were recorded as having such rights on May 15, 2006 (the "Record Date") in a register designated for this purpose by the Board of Directors, regardless whether they are shareholders at the time of the Annual General Meeting of Shareholders.

This means that you need to own the Company shares on the Record Date, but you do not need to block your shares from the Record Date until the Annual General Meeting of Shareholders.

If you wish to attend the Annual General Meeting of Shareholders and exercise your voting right(s), or if you wish to appoint a representative, you must complete and sign **Appendix II (Request for proxy)** in order to obtain a proxy issued by Euroclear France S.A. for the Annual General Meeting of Shareholders. Using this proxy, you or your representative will be able to attend the Annual General Meeting of Shareholders and exercise the voting right(s) attached to your Company shares.

If you are unable to attend the Annual General Meeting of Shareholders, you may give Euroclear France S.A. voting instructions for the Annual General Meeting of Shareholders. In this case, you must provide your voting instructions by completing and signing **Appendix III (Voting instructions form)**.

In all cases, the validity of your vote will be conditional upon your ownership of shares on the Record Date, which is May 15, 2006.

Appendices II or III must be received by your account holder or intermediary (not by Euroclear France S.A.) on the Record Date at the latest.

SUMMARY

If you wish to attend the Annual General Meeting of Shareholders and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your account holder or intermediary is in possession of Appendix II, duly completed, on the Record Date at the latest. Do not complete Appendix III.

If you wish to attend the Annual General Meeting of Shareholders, you must hold your shares on May 15, 2006, but your shares do not need to be blocked until the Annual General Meeting of Shareholders.

If you do not wish to attend the Annual General Meeting of Shareholders, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your account holder or intermediary is in possession of Appendix III, duly completed, on the Record Date at the latest. Do not complete Appendix II.

If you notify Euroclear France S.A. of your voting instructions, you must hold your shares on May 15, 2006, but your shares do not need to be blocked until the Annual General Meeting of Shareholders.

Complete information relating to the Annual General Meeting of Shareholders, the agenda and explanatory notes for the meeting are available on the Company's web site (**www.axalto.com**).

Thank you for your attention in this matter.

Yours truly,

For Axalto Holding N.V.

Netherlands Management Company B.V.
Registrar

Appendix II REQUEST FOR PROXY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AXALTO HOLDING N.V.

This form must be received by your account holder or by your intermediary by the Record Date, which is May 15, 2006, at the latest

Mr./Mrs./Miss will attend the Annual General Meeting of Shareholders of Axalto Holding N.V., to be held at the Crowne Plaza Hotel Amsterdam-Schiphol, Planeetbaan 2, Hoofddorp, the Netherlands at 10:30 a.m. CET on Friday, May 19, 2006.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF AXALTO HOLDING N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE ACCOUNT HOLDER OR INTERMEDIARY (to be completed by your account holder or intermediary)	
I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a proxy in order to vote on behalf of Euroclear France S.A., for the number of Axalto Holding N.V. shares that the undersigned is entitled to.

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is May 15, 2006.
(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at _____ on _____ 2006

 Signature

Appendix III VOTING INSTRUCTIONS FORM

YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AXALTO HOLDING N.V. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your account holder or by your intermediary by the Record Date, which is May 15, 2006, at the latest

EUROCLEAR FRANCE S.A. WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED. IF NO DIRECTION IS MADE, EUROCLEAR FRANCE S.A. WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS OF AXALTO HOLDING N.V., WHICH RECOMMENDS A VOTE IN FAVOUR OF EACH OF THE PROPOSALS LISTED BELOW

Mr./Mrs./Miss will not attend the Annual General Meeting of Shareholders of Axalto Holding N.V., to be held at the Crowne Plaza Hotel Amsterdam-Schiphol, Planeetbaan 2, Hoofddorp, the Netherlands at 10:30 a.m. CET on Friday, May 19, 2006.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
ACCOUNT NUMBER WITH THE ACCOUNT HOLDER OR INTERMEDIARY	
NUMBER OF SHARES OF AXALTO HOLDING N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE ACCOUNT HOLDER OR INTERMEDIARY (to be completed by your account holder or intermediary)	

The undersigned hereby authorises Euroclear France S.A. to exercise the voting instructions on behalf of the undersigned in respect of the shares mentioned above and as regards the following items on the agenda of the Annual General Meeting of Shareholders:

Item 3: Adoption of the 2005 Financial Statements

In favour	Against	Abstention
No. of shares:		
<input type="text"/>	<input type="text"/>	<input type="text"/>

Item 5a: Discharge of the Chief Executive Officer for the fulfilment of his duties during the past financial year

In favour

Against

Abstention

No. of shares:

Item 5b: Discharge of the non-executive members of the Board of Directors for the fulfilment of their duties during the past financial year

In favour

Against

Abstention

No. of shares:

Item 6: Authorization of the Board of Directors to repurchase shares in the Company

In favour

Against

Abstention

No. of shares:

Item 7: Re-appointment of external auditor for the financial year 2006

In favour

Against

Abstention

No. of shares:

Item 8: Remuneration of the non-executive members of the Board of Directors

In favour

Against

Abstention

No. of shares:

Item 9: If the Contribution in Kind has not been completed prior to the Annual General Meeting of Shareholders, re-appointment of Mr. W. Stolwijk as non-executive member of the Board of Directors

In favour

Against

Abstention

No. of shares:

The undersigned hereby undertakes to hold his/her shares on the Record Date, which is May 15, 2006.
(Your shares do not need to be blocked until the Annual General Meeting of Shareholders)

Executed at on 2006

Signature