



Resolutions of the Annual General Meeting of Shareholders of Gemalto N.V.

May 22, 2007, Amsterdam, the Netherlands

Agenda item	Action	For	Against	Abstention
2. Annual Report 2006	Discussed	Not	to	vote
3. Adoption of the 2006 Financial Statements	Adopted	36,978,221	0	0
4. Dividend policy and allocation of 2006 results	Discussed	Not	to	vote
5a. Discharge of the Chief Executive Officer and the Executive Chairman for the fulfillment of their duties during the past financial year	Adopted	35,370,463	1,334,647	273,111
5b. Discharge of the non-executive Board members for the fulfillment of their duties during the past financial year	Adopted	35,370,463	1,334,647	273,111
6a. 2006 grant of options to the Chief Executive Officer and the Executive Chairman	Adopted	33,753,154	2,985,567	239,500
6b. Amendment of the Remuneration Policy for the Chief Executive Officer (and the Executive Chairman)	Adopted	33,973,049	2,732,061	273,111



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6c. Confirmation of 2005 option grant to the Chief Executive Officer	Adopted	33,203,608	3,535,113	239,500
7a. Grant of one time additional remuneration to non-executive Board members	Adopted	35,922,044	816,677	239,500
7b. Remuneration of the members of the newly created Strategy and M&A Committee	Adopted	36,672,044	66,677	239,500
7c. Amendment of the remuneration structure of the non-executive Board members	Adopted	35,303,786	1,434,935	239,500
8a. Amendment of the Global Equity Incentive Plan, including the Sub-Plans	Adopted	29,054,446	7,684,275	239,500
8b. Amendment of the Global Employee Share Purchase Plan, including the Sub-Plans	Adopted	32,865,514	3,873,207	239,500
8c. Adoption of the 2006 Stock Option Plan regarding the exchange of Gemplus options	Adopted	31,559,940	5,178,781	239,500
9a. Reappointment of Mr. Michel Soublin until the close of the AGM of 2011	Adopted	35,402,246	1,336,475	239,500



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9b. Reappointment of Mr. Alex Mandl until the close of the AGM of 2011	Adopted	36,557,207	181,514	239,500
9c. Reappointment of Mr. John de Wit until the close of the AGM of 2011	Adopted	36,738,721	0	239,500
10. Set the maximum number of Board members at eleven	Adopted	36,738,721	0	239,500
11. Amendment of the Articles of Association of the Company	Adopted	36,738,721	0	239,500
12. Renewal of authorization of the Board to repurchase shares in the Company	Adopted	36,053,621	685,100	239,500
13. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2007	Adopted	36,738,721	0	239,500