

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

To shareholders of Gemalto N.V. holding their shares through Euroclear France S.A.

Date April 28, 2008
Subject Gemalto N.V. – Annual General Meeting of Shareholders
Ref. Letter to shareholders

Dear Shareholder,

The Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) is to be held at the Radisson SAS Hotel, Boeing Avenue 2, Schiphol-Rijk, the Netherlands at 10:30 a.m. CET on Wednesday May 14, 2008.

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 2007
 - a. Presentation Annual Report 2007
 - b. Language of the Annual Report
3. Adoption of the 2007 Financial Statements (*Resolution*)
4. Dividend policy and allocation of 2007 results
5. Discharge of Board members for the fulfilment of their duties during the past financial year
 - a. Discharge of the Chief Executive Officer and the Executive Chairman (*Resolution*)
 - b. Discharge of the non-executive Board members (*Resolution*)
6. Reappointment of Board members
 - a. Reappointment of Mr. Geoffrey Fink until the close of the AGM of 2012 (*Resolution*)
 - b. Reappointment of Mr. Arthur van der Poel until the close of the AGM of 2012 (*Resolution*)
 - c. Reappointment of Mr. Olivier Piou until the close of the AGM of 2012 (*Resolution*)
7. Amendment of the Remuneration Policy for the Chief Executive Officer (*Resolution*)
8. 2007 grant of restricted share units to the Chief Executive Officer (*Resolution*)
9. Amendment of the Articles of Association of the Company (*Resolution*)
10. Renewal of authorization of the Board to repurchase shares in the share capital of the Company (*Resolution*)
11. Cancellation of shares in the Company’s share capital *
 - a. Cancellation of three million shares currently held by the Company in its own share capital, to be effected in accordance with Dutch regulations (i.e. approximately two months following the AGM) (*Resolution*)

- b. Cancellation of shares that the Company currently holds in its own share capital, as well as shares that will be acquired by the Company in its own share capital not exceeding 9,101,584 shares, i.e. 10% of the Company's issued share capital as per March 31, 2008 (*Resolution*)
 - 12. Extension of authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of the Company and to limit or exclude pre-emption rights
 - a. Extension of the authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of the Company (*Resolution*)
 - b. Extension of the authorization of the Board to limit or exclude pre-emption rights in connection with an issue of shares or the grant of rights to acquire shares in the share capital of the Company (*Resolution*)
 - 13. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2008 (*Resolution*)
 - 14. Questions
- Adjournment

* The purpose of this proposal is to cancel shares, acquired or to be acquired by the Company, with a view to reduce the Company's issued share capital, which capital reduction shall be effected with due observance of the statutory provisions and the provisions of the Company's Articles of Association. If agenda item 11a is adopted, immediately following the AGM the Board will file the resolution to cancel the three million shares referred to therein with the Dutch Trade Registry and will publish such filing in accordance with Dutch law. Upon expiration of two months following such publication, provided that no opposition has been filed against the cancellation, the three million shares will be automatically cancelled. Subject to adoption of agenda item 11b, the shares referred to therein will only be cancelled if the Board so decides and the same procedure is followed.

All shareholders of Gemalto are invited to attend the AGM. An advertisement announcing the date and time of the AGM, the agenda and the procedure for registering for and voting at the AGM has been published in the newspapers on April 28, 2008.

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

The Board has decided that persons entitled to attend and cast votes at the AGM on May 14, 2008, will be those who were recorded as having such rights on May 7, 2008 (the "Record Date") in a register designated for this purpose by the Board, regardless whether they are shareholders at the time of the AGM.

This means that you need to own your shares on the Record Date, but you do not need to block your shares from the Record Date until the AGM.

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

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

In all cases, your entitlement to attend and cast vote(s) at the AGM on May 14, 2008 will be conditional upon your ownership of shares on the Record Date, which is May 7, 2008.

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

You may also transfer your shares in your own name in order to get registered directly in Gemalto's shareholders' register kept in Amsterdam by Gemalto's registrar, NMC. If you wish to do so, you should contact NMC. Any forms to be filled in and any required documentation must be received by NMC on May 5, 2008, 17:00 hrs CET at the latest.

Contact details of NMC are:

Visiting address: Parnassustoren, Locatellikade 1, 1076 AZ Amsterdam, the Netherlands

P.O. Box 75215, 1070 AE Amsterdam, the Netherlands

Tel: +31 20 57 57 124 / fax +31 20 42 06 190

Email: registrar.and.shareholder.services@tmf-group.com

The contact person at NMC is Ms. Saskia Engel (English speaking) or Ms. Juliette Hunt (French speaking).

SUMMARY

If you wish to attend the AGM and vote your shares in person at the meeting, or if you wish to appoint your representative, you must ensure that your intermediary is in possession of Appendix II, duly completed, on May 7, 2008 at the latest. Do not complete Appendix III.

If you do not wish to attend the AGM, but do wish to notify Euroclear France S.A. of your voting instructions, please ensure that your intermediary is in possession of Appendix III, duly completed, on May 7, 2008 at the latest. Do not complete Appendix II.

In both cases you must hold your shares on May 7, 2008, but your shares do not need to be blocked until the AGM.

The agenda, including the explanatory notes, Gemalto's 2007 Annual Report (including the 2007 Financial Statements), information on the persons proposed for reappointment to the Board, the full text of the proposed Remuneration Policy, as well as the Dutch text of the proposed amendments to Gemalto's Articles of Association and an unofficial English translation thereof, are available, free of charge, at Gemalto's head office (Joop Geesinkweg 541-542, 1096 AX Amsterdam, the Netherlands) and at the offices of Axalto International S.A.S. (6, rue de la Verrerie, 92190 Meudon, France) and are published on Gemalto's website (www.gemalto.com).

Thank you for your attention in this matter.

Yours truly,

For Gemalto N.V.

Netherlands Management Company B.V.
Registrar

Appendix II REQUEST FOR POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS OF GEMALTO N.V.

This form must be received by your intermediary by the Record Date, which is May 7, 2008, at the latest

Mr./Mrs./Miss will attend the AGM of Gemalto N.V., to be held at the Radisson SAS Hotel, Boeing Avenue 2, Schiphol-Rijk, the Netherlands at 10:30 a.m. CET on Wednesday, May 14, 2008.

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 GEMALTO N.V. FOR WHICH THE REQUEST IS MADE	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your intermediary)	
IN CASE YOU WILL NOT ATTEND THE AGM: I will not be attending the meeting and wish to be represented by:	

The undersigned hereby requests Euroclear France S.A. to issue a power of attorney in order to vote on behalf of Euroclear France S.A., for the number of Gemalto 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 7, 2008.
(Your shares do not need to be blocked until the AGM)

Executed at _____ on _____ 2008

Signature

Appendix III VOTING INSTRUCTIONS FORM

YOU SHOULD COMPLETE THIS FORM IF YOU DO NOT WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”) OF GEMALTO N.V. AND IF YOU WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your intermediary by the Record Date, which is May 7, 2008, 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 GEMALTO N.V., WHICH RECOMMENDS A VOTE **IN FAVOUR OF** EACH OF THE PROPOSALS LISTED BELOW

Mr./Mrs./Miss will not attend the AGM of Gemalto N.V., to be held at the Radisson SAS Hotel, Boeing Avenue 2, Schiphol-Rijk, the Netherlands at 10:30 a.m. CET on Wednesday, May 14, 2008.

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 GEMALTO N.V. FOR WHICH THE VOTING INSTRUCTIONS ARE GIVEN	
NAME AND ADDRESS OF THE ACCOUNT HOLDER	
CONTACT TELEPHONE NUMBER OF THE INTERMEDIARY (to be completed by your 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 AGM:

Item 3: Adoption of the 2007 Financial Statements

In favour

Against

Abstention

No. of shares:

Item 5a: Discharge of the Chief Executive Officer and the Executive Chairman from liability in respect of the fulfilment of their respective duties during the financial year 2007

In favour

Against

Abstention

No. of shares:

Item 5b: Discharge of the non-executive Board members from liability in respect of the fulfilment of their respective duties during the financial year 2007

In favour

Against

Abstention

No. of shares:

Item 6a: Reappointment of Mr. Geoffrey Fink as a non-executive Board member until the close of the AGM of 2012

In favour

Against

Abstention

No. of shares:

Item 6b: Reappointment of Mr. Arthur van der Poel as a non-executive Board member until the close of the AGM of 2012

In favour

Against

Abstention

No. of shares:

Item 6c: Reappointment of Mr. Olivier Piou as Board member with the title of Chief Executive Officer until the close of the AGM of 2012

In favour

Against

Abstention

No. of shares:

Item 7: Amendment of the Remuneration Policy for the Chief Executive Officer

In favour

Against

Abstention

No. of shares:

Item 8: 2007 grant of restricted share units to the Chief Executive Officer

In favour

Against

Abstention

No. of shares:

Item 9: Amendment of the Articles of Association of Gemalto N.V.

In favour

Against

Abstention

No. of shares:

Item 10: Renewal of authorization of the Board to repurchase shares in the share capital of Gemalto N.V.

In favour

Against

Abstention

No. of shares:

Item 11a: Cancellation of three million shares currently held by the Company in its own share capital, to be effected in accordance with Dutch regulations (i.e. approximately two months following the AGM)

In favour

Against

Abstention

No. of shares:

