



Date: April 28, 2008

Subject : Gemalto N.V. – Notice for 2008 Annual General Meeting of 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*)

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www.gemalto.com

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Fiscal registration no NL 811 547 528



- 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.

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), you must complete and sign **Appendix I (Attendance form)**.

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If you wish to appoint a representative, you must complete and sign **Appendix I (Attendance form)** and **Appendix II (Power of attorney)**. Using this power of attorney, your representative will be able to attend the AGM and exercise the voting right(s) attached to your shares. You may also give Gemalto's registrar, Netherlands Management Company B.V. ("NMC") voting instructions for the AGM. In this case, you must indicate so and provide your voting instructions by completing and signing **Appendix I (Attendance form)** and **Appendix II (Power of attorney)**.

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 and/or I must be received by NMC on the Record Date at the latest.

All documentation for 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

Contact details Netherlands Management Company B.V. (NMC):

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).

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Appendix I ATTENDANCE FORM

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”) OF GEMALTO N.V. OR IN CASE YOU WILL NOT ATTEND, BUT WISH TO BE REPRESENTED BY A THIRD PARTY.

This form must be received by Netherlands Management Company B.V. (“NMC”) 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	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE WHO WILL BE ATTENDING THE AGM	
NUMBER OF SHARES OF GEMALTO N.V. FOR WHICH THE REQUEST IS MADE	
PLEASE INDICATE IN CASE YOU WILL NOT ATTEND THE AGM, BUT WISH TO BE REPRESENTED BY A THIRD PARTY. IN THAT CASE, PLEASE ALSO COMPLETE AND SIGN APPENDIX II ‘POWER OF ATTORNEY’	

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

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Appendix II POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IN CASE YOU WILL NOT ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”) OF GEMALTO N.V., BUT WISH TO BE REPRESENTED BY A THIRD PARTY.

This form must be received by Netherlands Management Company B.V. (“NMC”) by the Record Date, which is May 7, 2008, at the latest.

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, but wishes to be represented by the following party: (* please tick below as appropriate)

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER	
NUMBER OF SHARES OF GEMALTO N.V. FOR WHICH THE REQUEST IS MADE	

O * Mr./Mrs./Ms.

Name

Company

Address

is hereby authorized to act as his/her authorized representative at the AGM of Gemalto N.V. on May 14, 2008.

O * Mrs./Ms.

Name Saskia Engel and/or Sandra Lombert

Company Netherlands Management Company B.V. (NMC)

Address Parnassustoren, Locatellikade 1, 1076 AZ Amsterdam, the Netherlands

Is/are hereby authorized to act as his/her authorized representative at the AGM of Gemalto N.V. on May 14, 2008 **and to vote on behalf of the shareholder in respect of the shares mentioned above and as regards the following items on the agenda of the AGM:**

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Item 12a: Extension of the authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto N.V.

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

Item 12b: 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 Gemalto N.V.

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

Item 13: Reappointment of PricewaterhouseCoopers N.V. as external auditor for the financial year 2008

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

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

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