



APPENDIX II REQUEST FOR POWER OF ATTORNEY

YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE AGM OF GEMALTO ON MAY 20, 2009 AND TO VOTE IN PERSON, OR IF YOU WISH TO APPOINT A REPRESENTATIVE TO ATTEND THE AGM AND VOTE ON YOUR BEHALF.

This form must be received by your intermediary at the latest on May 15, 2009.

(* Please tick below as appropriate)

O* will attend and vote in person at the AGM of Gemalto N.V., to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 10:00 a.m. CET on Wednesday, May 20, 2009.

O* is unable to attend and wishes to appoint a representative to attend and vote on his or her behalf at the AGM of Gemalto N.V., to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 10:00 a.m. CET on Wednesday, May 20, 2009.

Details of the representative:

Name
 Company
 Address

is hereby authorized to act as his or her authorized representative at the AGM of Gemalto N.V. on May 20, 2009.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder holding shares through Euroclear France S.A.)	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
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)	



The undersigned hereby requests Euroclear France S.A. to issue a power of attorney enabling the undersigned, or his or her representative if applicable, to vote the number of Gemalto N.V. shares that he or she is entitled to.

The undersigned hereby undertakes to hold his or her shares on April 27, 2009, the Record Date.
(Please note that your shares do not need to be blocked until the AGM on May 20, 2009)

Executed at _____ on _____ 2009

Signature



APPENDIX III VOTING INSTRUCTIONS FORM

YOU SHOULD COMPLETE THIS FORM IF YOU ARE UNABLE TO ATTEND THE AGM OF GEMALTO ON MAY 20, 2009, BUT WISH TO INFORM EUROCLEAR FRANCE S.A. OF YOUR VOTING INSTRUCTIONS.

This form must be received by your intermediary at the latest on May 15, 2009.

..... is unable to attend the AGM of Gemalto N.V., to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 10:00 a.m. CET on Wednesday, May 20, 2009.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER (shareholder owning shares through Euroclear France S.A.)	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
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:

Please note that Euroclear France S.A. will execute these voting instructions as directed. If no voting instructions are made, Euroclear France S.A. will vote in respect of the shares mentioned above in accordance with the recommendations of the Board of Gemalto N.V., that recommends a vote in favour of each of the proposals listed below.



The undersigned hereby undertakes to hold his or her shares on April 27, 2009, the Record Date.
(Please note that your shares do not need to be blocked until the AGM on May 20, 2009)

Executed at _____ on _____ 2009

Signature