



**APPENDIX I ATTENDANCE FORM**

**YOU SHOULD COMPLETE THIS FORM IF YOU WISH TO ATTEND THE AGM OF GEMALTO ON MAY 20, 2009 AND TO VOTE YOUR SHARES IN PERSON.**

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

**..... will 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	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
NUMBER OF SHARES OF GEMALTO N.V. FOR WHICH THE REQUEST IS MADE	

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 II POWER OF ATTORNEY**

**YOU SHOULD COMPLETE THIS FORM IN CASE YOU ARE UNABLE TO ATTEND THE AGM OF GEMALTO ON MAY 20, 2009, BUT WISH TO APPOINT A REPRESENTATIVE.**

This form must be received by NMC 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, but wishes to appoint a representative to attend the AGM and to vote his or her shares.

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE	
NUMBER OF SHARES OF GEMALTO N.V. FOR WHICH THE REQUEST IS MADE	

(\* Please tick below as appropriate)

\* Mr./Mrs./Ms.

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.



O \*

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 or her authorized representative at the AGM of Gemalto N.V. on May 20, 2009 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:

**Please note that Saskia Engel and/or Sandra Lombert on behalf of NMC will execute these voting instructions as directed.**

**If no voting instructions are made, Saskia Engel and/or Sandra Lombert on behalf of NMC 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.**

**Item 3:            Adoption of the 2008 Financial Statements**

In favour	Against	Abstention
No. of shares:		

**Item 5a:            Discharge of the Chief Executive Officer from liability in respect of the fulfilment of his duties during the financial year 2008**

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 2008**

In favour	Against	Abstention
No. of shares:		





**Item 7: Renewal of the authorization of the Board to repurchase 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 8: Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2009 financial year**

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

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