



Date: April 17, 2009

Subject : Gemalto N.V. – Notice for Annual General Meeting of Shareholders on May 20, 2009

Dear Shareholder,

The Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) will 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.

Registration will take place between 9:00 a.m. and 9:45 a.m. CET.

The agenda for the meeting includes the following items:

1. Opening and announcements
2. Presentation 2008 Annual Report
3. Adoption of the 2008 Financial Statements (*Voting item*)
4. Dividend policy and allocation of 2008 results
5. Discharge of Board members for the fulfilment of their duties during the past financial year
 - a. Discharge of the Chief Executive Officer (*Voting item*)
 - b. Discharge of the non-executive Board members (*Voting item*)
6. Appointment and reappointment of Board members
 - a. Appointment of Mr. Buford Alexander until the close of the 2013 AGM (*Voting item*)
 - b. Reappointment of Mr. Kent Atkinson until the close of the 2013 AGM (*Voting item*)
 - c. Reappointment of Mr. David Bonderman until the close of the 2013 AGM (*Voting item*)
 - d. Reappointment of Mr. Johannes Fritz until the close of the 2012 AGM (*Voting item*)
 - e. Reappointment of Mr. John Ormerod until the close of the 2013 AGM (*Voting item*)
7. Renewal of the authorization of the Board to repurchase shares in the share capital of the Company (*Voting item*)
8. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2009 financial year (*Voting item*)
9. Questions
10. Adjournment

The agenda, including the explanatory notes, Gemalto’s 2008 Annual Report (including the 2008 Financial Statements), as well as information on the persons proposed for appointment and reappointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozzilaan 382, 1083 HN Amsterdam, the Netherlands) and at the offices of Gemalto International S.A.S. (6, rue de la Verrerie, 92190 Meudon, France), and are published on Gemalto’s website (www.gemalto.com).

Gemalto N.V. - Barbara Strozzilaan 382 1083 HN AMSTERDAM The Netherlands
Phone: +31 20 56 20 680 Fax: +31 20 56 20 686
www.gemalto.com

Gemalto N.V. has its corporate seat in Amsterdam, the Netherlands
Registered with the trade register in Amsterdam, the Netherlands under no 27 25 50 26
Fiscal registration no NL 811 547 528



All shareholders of Gemalto are invited to attend the AGM. An advertisement announcing the place, date and time of the AGM, the agenda and the procedure for registering for and voting at the AGM has been published in the Dutch and French newspapers on April 17, 2009.

The Board has decided that the persons entitled to attend and cast votes at the AGM, will be those who are recorded as having such rights on April 27, 2009 (the "Record Date") in a register designated for that purpose by the Board, regardless whether they are shareholders at the time of the AGM.

This means that you need to own your Gemalto shares on April 27, 2009, the Record Date, to be entitled to attend and cast votes, but you do not need to block your shares from the Record Date until the AGM date of May 20, 2009.

Attendance at AGM and voting in person

If you wish to attend the AGM and to vote in person, you must complete **Appendix I (Attendance form)**.

Appointment of representative

If you are unable to attend the AGM, but wish to appoint a representative to attend the AGM and to vote on your behalf, you must complete **Appendix II (Power of attorney)**.

Voting instructions

If you are unable to attend the AGM, but wish to appoint Gemalto's registrar, NMC as your representative to attend the AGM on your behalf and to vote in accordance with your voting instructions, you must complete **Appendix II (Power of attorney)**.

The completed Appendix I or II must be received by NMC at the latest on May 15, 2009.

Thank you for your attention in this matter.

Yours truly, for Gemalto N.V.

Netherlands Management Company B.V. ("NMC")
Registrar

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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