



**Invitation letter to shareholders holding their shares through Euroclear France S.A.**

Date April 1, 2010

Subject Gemalto N.V. – Notice for Annual General Meeting of Shareholders on May 19, 2010

Dear Shareholder,

You are invited to attend the Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) 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 19, 2010.

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

**Agenda for the meeting:**

1. Opening
2. 2009 Annual Report (*Discussion item*)
3. Corporate governance chapter in the 2009 Annual Report (*Discussion item*)
4. Adoption of the 2009 Financial Statements (*Voting item*)
5. Dividend
  - a. Dividend policy (*Discussion item*)
  - b. Proposal to distribute a dividend in cash of EUR 0.25 per share for the 2009 financial year (*Voting item*)
6. Discharge of Board members for the fulfilment of their duties during the 2009 financial year
  - a. Discharge of the Chief Executive Officer (*Voting item*)
  - b. Discharge of the non-executive Board members (*Voting item*)
7. Appointment of Mr. Philippe Alfroid as non-executive Board member until the close of the 2014 AGM (*Voting item*)
8. Renewal of the authorization of the Board to repurchase shares in the share capital of the Company (*Voting item*)
9. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2010 financial year (*Voting item*)
10. Questions
11. Adjournment

The agenda, including the explanatory notes, Gemalto’s 2009 Annual Report (including the 2009 Financial Statements), as well as information on the person proposed for appointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozziilaan 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](http://www.gemalto.com)).

**Gemalto N.V. – Barbara Strozziilaan 382 1083 HN AMSTERDAM The Netherlands**  
**Phone: +31 20 56 20 680 Fax: +31 20 56 20 686**  
**[www.gemalto.com](http://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



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 a Dutch and a French newspaper on April 1, 2010.

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 as per the closure of the Euronext Paris stock market on April 21, 2010 (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 Gemalto shares on April 21, 2010, 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 on May 19, 2010.

**Procedure for registering for and voting at the AGM:**

You hold Gemalto shares in an account in a bank, a financial institution, an account holder or an intermediary, these shares then being included in Gemalto's shareholders register in the name of Euroclear France S.A. ("Euroclear").

**Attendance at AGM:** If you wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and to vote on your behalf, you must obtain a power of attorney from Euroclear by completing the form "Request for power of attorney" (Appendix 1).

**Voting instructions:** If you wish to provide Euroclear with voting instructions for the AGM, you must complete the form "Voting instructions" (Appendix II),

You should contact your bank or intermediary to receive the forms "Request for power of attorney" and "Voting instructions", or can refer to Gemalto's website ([www.gemalto.com/investors](http://www.gemalto.com/investors)).

**The completed forms must be received by the bank or intermediary at the latest on May 14, 2010.**

**Transfer of shares to become a Registered shareholder listed in Gemalto's shareholder register:**

You may transfer your Gemalto shares in your own name in order to become listed in Gemalto's shareholders register. If you wish to do so, you should contact NMC, as per the below details.

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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 67 30 016

Email: [registrar.and.shareholder.services@tmf-group.com](mailto:registrar.and.shareholder.services@tmf-group.com)

The contact persons at NMC are Ms. Saskia Engel and Ms. Sandra Lombert. Both are Dutch, English and French speaking.

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