



APPENDIX I Request for power of attorney

You should complete this form:

- if you wish to attend the AGM of Gemalto on May 19, 2010 and to vote in person, or
- if you wish to appoint a representative to attend the AGM of Gemalto on May 19, 2010 and to vote on your behalf

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 19, 2010.

The undersigned shareholder,

.....(name),
(address),
(legally represented by),
(account number with the account holder or intermediary),
(details of the account holder or intermediary),
(phone number of the account holder or intermediary),

hereinafter referred to as the “Shareholder”, acting in his capacity as holder of (number) shares in Gemalto N.V.,

(* Please tick below as appropriate)

will attend and vote in person at the AGM on Gemalto on May 19, 2010.

authorizes:

.....(name),
(address),
(country),

to represent the Shareholder at the AGM on May 19, 2010, and to vote the shares on his behalf.

The Shareholder hereby requests Euroclear France S.A. to issue a power of attorney enabling the Shareholder or his representative to vote his shares at the AGM of Gemalto on May 19, 2010.

The Shareholder undertakes to hold his shares on April 21, 2010, the Record Date.
(Please note that your shares do not need to be blocked until the AGM on May 19, 2010)

Signature:.....
 Place:.....
 Date:.....

This form must be received by the bank or intermediary at the latest on May 14, 2010.



APPENDIX II Voting instructions form

You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.

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 19, 2010.

The undersigned shareholder,

.....(name),
(address),
(legally represented by),
(account number with the account holder or intermediary),
(details of the account holder or intermediary),
(phone number of the account holder or intermediary),

hereinafter referred to as the “Shareholder”, acting in his capacity as holder of (number) shares in Gemalto N.V., hereby authorises Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

No.	Agenda	For	Against	Abstain
4.	Adoption of the 2009 Financial Statements (<i>Voting item</i>)			
5b.	Proposal to distribute a dividend in cash of EUR 0.25 per share for the 2009 financial year (<i>Voting item</i>)			
6a.	Discharge of the Chief Executive Officer for the fulfilment of his duties during the 2009 financial year (<i>Voting item</i>)			
6b.	Discharge of the non-executive Board members for the fulfilment of their duties during the 2009 financial year (<i>Voting item</i>)			
7.	Appointment of Mr. Philippe Alfroid as non-executive Board member until the close of the 2014 AGM (<i>Voting item</i>)			
8.	Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (<i>Voting item</i>)			
9.	Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2010 financial year (<i>Voting item</i>)			

Please note that if no voting instructions are made, Euroclear France S.A. will vote in respect of the shares of the Shareholder in accordance with the recommendations of the Board of Gemalto, that recommends a vote in favour of each of the agenda items listed above.

The Shareholder undertakes to hold his shares on April 21, 2010, the Record Date.
 (Please note that your shares do not need to be blocked until the AGM on May 19, 2010)

Signature:
 Place:
 Date:

This form must be received by the bank or intermediary at the latest on May 14, 2010.