



GEMPLUS INTERNATIONAL S.A.
Société Anonyme
46A, Avenue J.F. Kennedy
L-1855 Luxembourg
R.C.S. Luxembourg B 73 145
(the "Company")

Luxembourg, February 7, 2006

CONVENING NOTICE FOR A
GENERAL MEETING OF SHAREHOLDERS
OF FEBRUARY 28, 2006

Dear Shareholder,

You are hereby convened to a

General Meeting of Shareholders
of the Company

which, will take place on:
Tuesday, February 28, 2006 at 11 A.M.
at the Hotel Royal
12, Boulevard Royal, L - 2449 Luxembourg

The agenda of the General Meeting of Shareholders is as follows:

- (1) Presentation to the meeting of the report of the Board of Directors on conflicts of interest pursuant to Article 57 of the Luxembourg law of August 10, 1915, and acknowledgement thereof.
- (2) Approval of the distribution by the Company subject to satisfaction of the Distribution Condition Precedent (*condition suspensive*) *pro rata* on all of its shares outstanding to the Shareholders on the Record Date of an amount of its available share premium equal to € 0.26 per share (subject to withholding and other applicable taxes, if any) issued and outstanding on the Record Date whereby:

"Distribution Condition Precedent" means the receipt by the Company of a certificate from the French *Autorité des marchés financiers* (*Avis de Dépôt*) evidencing the publication of the filing of a voluntary exchange public tender offer by Axalto Holding N.V. for all of the shares in the Company other than those held by T3 Partners, LP, TPG Giant, LLC and TPG Partners III, LP and Acton 1. Beteiligungs GmbH, Acton 2. Beteiligungs GmbH, Acton 3. Beteiligungs GmbH, Johanna Quandt and Stefan Quandt;

"Record Date" shall be the date of the satisfaction of the Distribution Condition Precedent,

and

acknowledgement and approval that the resolution to be taken above is subject to the satisfaction of the Distribution Condition Precedent and shall become null and void and of no effect if the Distribution Condition Precedent has not been satisfied by 31.10.2006,

and

acknowledgement and approval that, on the basis of the number of outstanding shares as of December 31, 2005 (630,369,279), the distribution will amount to € 163,896,013, and that,

on a fully diluted basis, as many as 80,786,511 additional new shares may be issued up to the Record Date (through, in particular, the exercise of options, contributions and/or warrants), resulting in a maximum potential distribution amount of € 184,900,506, it being acknowledged that the total maximum amount of the distribution shall not exceed the share premium available for distribution at the date of the General Meeting,

and

acknowledgement that the distribution will be made upon satisfaction of the Distribution Condition Precedent irrespective of the reiteration of the recommendation by the Board of the aforementioned exchange offer.

- (3) Recomposition of the Board of Directors of the Company under the Board Condition Precedent (*condition suspensive*), effective on the date of (but to occur following) the satisfaction of the Board Condition Precedent (i) by setting the number of members of the Board of Directors at five (5) Directors, (ii) by replacing the current members of the Board of Directors (either by acknowledgment of resignation or revocation) by the appointment (or re-appointment) of:
- (a) Daniel Le Gal, for a term ending at the General Meeting of the Company approving the annual accounts for the year ending 31st December 2008,
 - (b) Alex Mandl, for a term ending at the General Meeting of the Company approving the annual accounts for the year ending 31st December 2008,
 - (c) Olivier Piou, for a term ending at the General Meeting of the Company approving the annual accounts for the year ending 31st December 2008,
 - (d) Werner Koepf, for a term ending at the General Meeting of the Company approving the annual accounts for the year ending 31st December 2008, and
 - (e) Michel Soublin, for a term ending at the General Meeting of the Company approving the annual accounts for the year ending 31st December 2008,

as Directors so that the Board of Directors be composed of these five persons, and by the determination of the term of the mandate of the new Board members as set out against their names above, and (iii) with the authorisation being granted to the Board of Directors to delegate day to day management to any of the five persons, whereby:

“Board Condition Precedent” means the completion of the contribution by T3 Partners, LP, TPG Giant, LLC and TPG Partners III, LP and Acton 1. Beteiligungs GmbH, Acton 2. Beteiligungs GmbH, Acton 3. Beteiligungs GmbH, Johanna Quandt and Stefan Quandt, of all their shares held in the Company to Axalto Holding N.V.,

and

acknowledgement and approval that the resolution to be taken above is subject to the satisfaction of the Board Condition Precedent irrespective of the reiteration of the recommendation by the Board of the aforementioned exchange offer, that upon satisfaction of such condition the resolution shall take effect after the satisfaction but on the same date and that if the Board Condition Precedent has not been satisfied by 31.10.2006 the resolution shall become null and void and of no effect.

The satisfaction of the relevant condition(s) precedent will be brought to the attention of the Shareholders by press release.

Participation in the meeting and the right to vote is restricted to Shareholders. Shareholders must, therefore, be able to prove that they are Shareholders as of the date of the meeting in order to attend.

If the Shareholder's shares are registered in the register of Shareholders

Each Shareholder inscribed in the Shareholder register (or his or her legal representative) may attend the meeting or be represented at such meeting.

Registered Shareholders may also vote by proxy. A proxy form is enclosed. In the event a Shareholder wishes to vote by proxy, he or she must complete and sign the enclosed proxy form and return it by fax to + 33 3 26 09 89 83 and by mail to Gemplus International S.A. c/o HSBC France, *Service Assemblées* GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman – B.P. 2704, 51051 REIMS CEDEX France. In order to be included in the votes, the proxy should be received by 5 p.m. Luxembourg time on February 24, 2006. The proxy will only be valid if it includes the Shareholder's or his or her legal representative's first name, surname, number of shares held and official address and signature. Shareholders should note that HSBC France may not be named as proxy holder.

If the Shareholder's shares are held through a clearing system

Shareholders who hold their shares through a clearing system need to contact their bank or stockbroker in order to receive a certificate - either from their bank or stockbroker or from the French correspondent of their bank or stockbroker - confirming the identity of the Shareholder, Shareholder status and number of shares held and the blocking of such shares until after the meeting.

The certificate must further state that the relevant shares are held through Euroclear France. Shareholders should then deliver such certificate in original to HSBC France, *Service Assemblées* GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman – B.P. 2704, 51051 REIMS CEDEX France, telephone number: + 33 3 26 09 86 26, fax number: + 33 3 26 09 89 83 by 5 p.m. Luxembourg time on February 24, 2006 in order to have an admission card which HSBC France will make available for such Shareholders at the meeting. Alternatively such Shareholders can instruct their bank or stockbroker to have their shares transferred out of Euroclear France and inscribed in the Shareholder register in their own name.

Shareholders holding their shares through a clearing system may also vote by proxy. A proxy form may be obtained at HSBC, *Service Assemblées* GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman – B.P. 2704, 51051 REIMS CEDEX France, by telephone on +33 3 26 09 86 26 or by fax on + 33 3 26 09 89 83. In the event a Shareholder wishes to vote by proxy he or she must complete and sign the proxy form and return it together with the certificate referred to above by fax to + 33 3 26 09 89 83 and by mail to Gemplus International S.A. c/o HSBC France, *Service Assemblées* GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman – B.P. 2704, 51051 REIMS CEDEX France. In order to be included in the votes, the proxy and the certificate should be received by 5 p.m. Luxembourg time on February 24, 2006. The proxy will only be valid if it includes the Shareholder's or his or her legal representative's first name, surname, number of shares held and official address and signature. Shareholders should note that HSBC France may not be named as proxy holder.

The General Meeting can be validly held whatever the number of shares represented at such meeting, and resolutions shall be validly adopted at such meeting if approved by a simple majority of the shares represented.

Sincerely yours,

Gemplus International S.A.
The Board of Directors