



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

Luxembourg, April 6, 2005

CONVENING NOTICE FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF APRIL 26, 2005

Dear Shareholders,

You are hereby convened to the

Annual General Meeting of Shareholders
of the Company

which, in accordance with the articles of incorporation of the Company, will take place on:

Tuesday April 26, 2005 at 11.00 A.M.
at the Hotel Royal
12, Boulevard Royal, L - 2449 Luxembourg

The agenda of the Annual General Meeting is as follows:

- (1) to hear the reports of the Board of Directors:
 - on conflicts of interest pursuant to Article 57 of the Luxembourg law of August 10, 1915,
 - on the compensation of the CEO (Administrateur Délégué), the Chairman and the Board members pursuant to Article 60 of the Luxembourg law of August 10, 1915;
- (2) to hear the Management Report by the Board of Directors of the Company for the year ended December 31, 2004;
- (3) to hear the reports by the auditors of the Company in respect of the consolidated and unconsolidated financial statements of the Company for the year ended December 31, 2004;
- (4) to consider and approve the financial statements (annual accounts: balance sheet and statements of profit and loss) of the Company for the year ended December 31, 2004 in their consolidated form;
- (5) to consider and approve the financial statements (annual accounts: balance sheet and statements of profit and loss) of the Company for the year ended December 31, 2004 in their unconsolidated form;
- (6) to allocate the results of the Company for the year ended December 31, 2004 by allocation of the annual net income to the carry forward account;
- (7) to grant discharge to all Directors of the Company who have been in office during the year ended December 31, 2004;

- (8) to authorise the Company, or any wholly-owned subsidiary, to purchase, acquire or receive shares in the Company, from time to time over the stock exchange or in privately negotiated transactions, and in the case of acquisition for value, at a purchase price being no less than € 0.01 and no more than € 4.00 and on such terms as shall be determined by the Board of Directors of the Company, provided such purchase is in conformity with Article 49-2 of the Luxembourg Company Law and with applicable laws and regulations, such authorisation being granted for purchases completed on or before October 25, 2006;

The acquisition of shares shall in addition be carried out in accordance with the following conditions:

- (a) They may be made by all methods or means in accordance with applicable regulations.
- (b) They may be made inter alia, and by order of priority:
- (i) to reduce the capital of the Company (in value or in number of shares);
 - (ii) to meet obligations resulting from employee share option programs or other allocations of shares to employees of the Company or of an associate company;
 - (iii) to meet obligations resulting from debt financial instruments exchangeable into equity instruments;
 - (iv) to remit shares in payment or exchange in relation to possible external growth transactions;
 - (v) under the terms of a liquidity contract.

Shares redeemed may only be reduced as set out under (i) above with the prior authorisation of a General Meeting of Shareholders held following the date hereof.

- (c) In accordance with Article 49-2 of the Luxembourg law concerning commercial companies, the maximum number of shares that the Company may hold pursuant to this authorisation is 10 % of the issued share capital of the Company.
- (9) to confirm the principles of compensation of Board members;
- (10) to reappoint the independent auditors PricewaterhouseCoopers for a one year period to end at the next Annual General Meeting deciding on the 2005 accounts;
- (11) miscellaneous.

Participation at 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. In the event a shareholder wishes to vote by proxy, he or she must complete and sign the proxy form and return it by fax to + 33 3 26 09 89 83 and by mail to Gemplus International S.A. c/o CCF, *Service Assemblées* GEMPLUS INTERNATIONAL S.A., Avenue Robert Schuman – B.P. 2704, 51051 REIMS CEDEX France. To obtain a proxy form, please contact the CCF, *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 order to be included in the votes, the proxy should be received by 5 p.m. Luxembourg time on Friday April 22, 2005. 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 the CCF 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 the CCF, *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 Friday April 22, 2005 in order to have an admission card which the CCF 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 CCF, *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 CCF, *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 Friday April 22, 2005. 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 the CCF may not be named as proxy holder.

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

Sincerely yours,

Gemplus International S.A.
The Board of Directors