

**GEMPLUS INTERNATIONAL SA**

**ANNUAL AND EXTRAORDINARY SHAREHOLDER'S MEETING OF APRIL 27, 2004**

**All resolutions were approved.**

	PRESENT VOTES			PROXIES			TOTAL						TOTAL	QUORUM par
	FOR	AGAINST	ABST	FOR	AGAINST	ABST	FOR	%	AGAINST	%	ABST	%	GENERAL	RESOLUTION
(4) Approval of the consolidated financial statements	182'130'731	1'360	32'670'068	120'776'369	0	15'753'280	<b>302'907'100</b>	86.22%	<b>1'360</b>	0.00%	<b>48'423'348</b>	13.78%	<b>351'331'808</b>	57.99%
(5) Approval of the unconsolidated financial statements	182'129'231	1'360	32'671'568	120'776'269	300	15'753'080	<b>302'905'500</b>	86.22%	<b>1'660</b>	0.00%	<b>48'424'648</b>	13.78%	<b>351'331'808</b>	57.99%
(6) Allocation of the results	182'129'231	1'360	32'671'568	120'508'519	0	16'021'130	<b>302'637'750</b>	86.14%	<b>1'360</b>	0.00%	<b>48'692'698</b>	13.86%	<b>351'331'808</b>	57.99%
(7) Grant discharge to all directors of the Company	214'789'097	2'860	10'202	120'301'659	207'360	16'020'630	<b>335'090'756</b>	95.38%	<b>210'220</b>	0.06%	<b>16'030'832</b>	4.56%	<b>351'331'808</b>	57.99%
(8) Approval to purchase, acquire or receive shares in the Company	214'789'097	2'910	10'152	120'776'569	0	15'753'080	<b>335'565'666</b>	95.51%	<b>2'910</b>	0.00%	<b>15'763'232</b>	4.49%	<b>351'331'808</b>	57.99%
(9) Approval of the principles of the compensation of Board members	182'129'231	32'662'776	10'152	120'775'269	1'300	15'753'080	<b>302'904'500</b>	86.22%	<b>32'664'076</b>	9.30%	<b>15'763'232</b>	4.49%	<b>351'331'808</b>	57.99%
(10) Appointment of Mr. Michel Akkermans as a Board member	214'789'097	2'910	0	120'774'569	0	0	<b>335'563'666</b>	95.51%	<b>2'910</b>	0.00%	<b>0</b>	0.00%	<b>335'566'576</b>	55.38%
(11) Reappointment of Mr. David Bonderman as a Board member	182'129'231	32'662'776	0	120'774'569	0	0	<b>302'903'800</b>	86.22%	<b>32'662'776</b>	9.30%	<b>0</b>	0.00%	<b>335'566'576</b>	55.38%
(12) Reappointment of Mr. Randy L. Christofferson as a Board member until May 31, 2004	182'129'231	32'661'276	0	120'774'569	0	0	<b>302'903'800</b>	86.22%	<b>32'661'276</b>	9.30%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(13) Appointment of Mr. John Ormerod as a Board member as of June 1, 2004	214'789'097	1'360	0	120'774'569	0	0	<b>335'563'666</b>	95.51%	<b>1'360</b>	0.00%	<b>0</b>	0.00%	<b>335'565'026</b>	55.38%
(14) Approval of the definitive election and reappointment of Mr. Geoffrey Fink as a Board member	182'129'231	32'661'276	0	120'773'569	0	0	<b>302'902'800</b>	86.22%	<b>32'661'276</b>	9.30%	<b>0</b>	0.00%	<b>335'564'076</b>	55.38%
(15) Reappointment of Mr. Johannes Fritz as a Board member	182'129'231	32'661'276	0	120'774'569	0	0	<b>302'903'800</b>	86.22%	<b>32'661'276</b>	9.30%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(16) Appointment of Mr. Kurt Hellström as a Board member	214'789'147	1'360	0	120'774'569	0	0	<b>335'563'716</b>	95.51%	<b>1'360</b>	0.00%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(17) Approval of the definitive election and reappointment of Mr. Werner Koepf as a Board member	214'789'097	1'360	0	120'773'569	0	0	<b>335'562'666</b>	95.51%	<b>1'360</b>	0.00%	<b>0</b>	0.00%	<b>335'564'026</b>	55.38%
(18) Reappointment of Mr. Peter Kraljic as a Board member	214'789'097	1'410	0	120'774'569	0	0	<b>335'563'666</b>	95.51%	<b>1'410</b>	0.00%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(19) Reappointment of Mr. Daniel Le Gal as a Board member	182'129'231	32'661'276	0	120'774'569	0	0	<b>302'903'800</b>	86.22%	<b>32'661'276</b>	9.30%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(20) Reappointment of Mr. Alex Mandl as a Board member	182'129'231	32'661'276	0	120'774'269	300	0	<b>302'903'500</b>	86.22%	<b>32'661'576</b>	9.30%	<b>0</b>	0.00%	<b>335'565'076</b>	55.38%
(21) Reappointment of Mr. William S. Price, III as a Board member	182'129'231	32'661'276	0	120'688'699	0	0	<b>302'817'930</b>	86.19%	<b>32'661'276</b>	9.30%	<b>0</b>	0.00%	<b>335'479'206</b>	55.37%
(22) Reappointment of Mr. Dominique Vignon as a Board member	182'129'231	32'662'776	0	120'688'505	0	0	<b>302'817'736</b>	86.19%	<b>32'662'776</b>	9.30%	<b>0</b>	0.00%	<b>335'480'512</b>	55.37%
(23) Reappointment of the independent auditors PricewaterhouseCoopers	214'789'097	1'410	11'652	136'440'699	0	2'680	<b>351'229'796</b>	99.97%	<b>1'410</b>	0.00%	<b>14'332</b>	0.00%	<b>351'245'538</b>	57.97%
(24) Miscellaneous	49'282'981	1'360	165'517'818	117'312'488	3'167'851	15'963'040	<b>166'595'469</b>	47.42%	<b>3'169'211</b>	0.90%	<b>181'480'858</b>	51.66%	<b>351'245'538</b>	57.97%
(1) Amendment of the articles of incorporation to allow a transfer of the Registered Office	182'129'231	32'661'226	11'702	120'503'899	500	15'757'700	<b>302'633'130</b>	86.14%	<b>32'661'726</b>	9.30%	<b>15'769'402</b>	4.49%	<b>351'064'258</b>	57.94%
(2) Adaptation of the number of shares to be issued under the authorised share capital	182'129'231	32'661'226	11'702	117'561'392	2'944'007	15'756'700	<b>299'690'623</b>	85.30%	<b>35'605'233</b>	10.13%	<b>15'768'402</b>	4.49%	<b>351'064'258</b>	57.94%
(3) Renewal of the authorised share capital	182'129'231	32'661'226	11'702	117'563'592	2'942'007	15'756'500	<b>299'692'823</b>	85.30%	<b>35'603'233</b>	10.13%	<b>15'768'202</b>	4.49%	<b>351'064'258</b>	57.94%