



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

**SUMMARY OF THE DRAFT RESOLUTIONS SUBMITTED TO THE
SHAREHOLDERS GENERAL MEETING OF
FEBRUARY 28, 2006**

- (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**

The report presented in item 1 of the Shareholders General Meeting of the Company does not require the Shareholders' approval under Luxembourg law and therefore is not submitted to the Shareholders' vote.

Article 57 of the Law on commercial companies dated August 10, 1915, stipulates that the Board of Directors inform the General Meeting of any operations performed since the last General Meeting in which a director may have had an interest conflicting with the interests of the Company. Since April 26, 2005, the operations of this nature concerned:

- *the abstention of several directors on their appointments on existing or newly-created committees on July 26, 2005;*
- *the abstention of Mr. Vignon on the approval of his nomination as a member of the Compensation Committee and the Governance and Nominating Committee and the use of available Nasdaq exemptions on July 26, 2005;*
- *the abstention of Mr. Akkermans on the approval of a related-party transaction and Mr. Hellström's absence from the deliberation and vote on the approval of a related-party transaction due to his absence from the meeting, both on October 21, 2005.*

- (2) Approval of the distribution by the Company, acknowledgement and approval that the resolution to be taken is subject to the satisfaction of the Distribution Condition Precedent, acknowledgement and approval that, on the basis of the number of outstanding shares as of December 31, 2005, 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 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**

We submit to your approval:

- the distribution by the Company under the Distribution Condition Precedent (*condition suspensive*) pro rata on 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, being specified that "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 and "Record Date" shall be the date of the satisfaction of the Distribution Condition Precedent,
- the acknowledgement that the distribution is subject to the satisfaction of the Distribution Condition Precedent and that the resolution thereon shall become null and void and of no effect if the Distribution Condition Precedent has not been satisfied by 31.10.2006
- the 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 and (ii) by replacing the current members of the Board of Directors (either by acknowledgment of resignation or revocation)

We submit to your approval the 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 to five (5) Directors, (ii) by replacing the current members of the Board of Directors (either by acknowledgement of resignation or revocation) by the appointment (or the 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 terms 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 these five persons.

We also submit to your approval the acknowledgement that the above is subject to the satisfaction of the Board Condition Precedent and shall take effect on the same date as the satisfaction of the Condition occurs, but also that the above resolution shall become null and void and of no effect if the Board Condition Precedent has not been satisfied by 31.10.2006.

We finally submit to your approval the acknowledgement that the resolution above is subject to the satisfaction of the Board Condition Precedent irrespective of any reiteration of the recommendation by the board of the aforementioned exchange offer.