Invitation letter to shareholders holding their shares through Euroclear France S.A.

Date: March 26, 2014
Subject: Gemalto N.V. – Notice for the Annual General Meeting of Shareholders on May 21, 2014

Dear Shareholder,

You are invited to attend the Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 2:00 p.m. CET on Wednesday, May 21, 2014.

Registration will take place between 1:00 p.m. and 1:45 p.m. CET.

Agenda
1. Opening
2. 2013 Annual Report (Discussion item)
3. Application of the remuneration policy in 2013 in accordance with article 2:135 paragraph 5a Dutch Civil Code (Discussion item)
4. Adoption of the 2013 Financial Statements (Voting item)
5. Dividend
   a. Dividend policy (Discussion item)
   b. Distribution of a dividend in cash of €0.38 per share for the 2013 financial year (Voting item)
6. Discharge of Board members for the fulfilment of their duties during the 2013 financial year
   a. Discharge of the Chief Executive Officer (Voting item)
   b. Discharge of the Non-executive Board members (Voting item)
7. Reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2018 AGM (Voting item)
8. Amendment of the Articles of Association of Gemalto
   a. Amendment I of the Articles of Association (Voting item)
   b. Amendment II of the Articles of Association (Voting item)
   c. Amendment III of the Articles of Association (Voting item)
   d. Amendment IV of the Articles of Association (Voting item)
9. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (Voting item)
10. Authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto with or without pre-emptive rights accruing to shareholders
    a. Authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of Gemalto without pre-emptive rights accruing to shareholders for the purpose of the Gemalto N.V. Global Employee Share Purchase Plan (“GESPP”) and/or the Gemalto N.V. Global Equity Incentive Plan (“GEIP”) (Voting item)
    b. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders (Voting item)
    c. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with pre-emptive rights accruing to shareholders (Voting item)
    d. Authorization of the Board to limit or exclude a part of the pre-emptive rights accruing to shareholders in connection with the above resolution 10.c for the purpose of M&A and/or (strategic) alliances (Voting item)
11. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 financial year (Voting item)
12. Questions
13. Adjournment
The agenda, including the explanatory notes, Gemalto’s 2013 Annual Report (including the 2013 Financial Statements), information on the person proposed for reappointment to the Board, the Dutch text of the proposed amendments to Gemalto’s Articles of Association and an unofficial English translation thereof, included in a triptych (drieluik), are available, free of charge, at Gemalto’s head office (Barbara Strozzielaan 382, 1083 HN Amsterdam, the Netherlands) and at the office of Gemalto International S.A.S. (6, rue de la Verrerie, 92190 Meudon, France), and are published on Gemalto’s website (www.gemalto.com).

Shareholders of Gemalto are invited to attend the AGM. A notice announcing the place, date and time of the AGM, the agenda and the procedure for registering for and voting at the AGM has been published in a Dutch and a French newspaper on March 26, 2014.

The Board has decided that the persons entitled to attend and cast votes at the AGM will be those who are recorded as having such rights after the close of trading on the relevant NYSE Euronext stock exchange on April 23, 2014 (the “Record Date”) in Gemalto’s shareholders register, or in a register of a financial institution affiliated to Euroclear France S.A., regardless of whether they are shareholders at the time of the AGM.

This means that, to be entitled to attend and cast votes, you need to own your Gemalto shares on April 23, 2014, the Record Date, but you do not need to block your shares from the Record Date until the AGM on May 21, 2014.

**Procedure for registering for and voting at the AGM:**

You hold your Gemalto shares in an account in a bank, a financial institution, an account holder or an intermediary, these shares then being included in Gemalto’s shareholders register in the name of Euroclear France S.A. (“Euroclear”).

**Attendance at AGM:** If you wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and to vote on your behalf, you must obtain a power of attorney from Euroclear by completing the “Request for power of attorney” form (Appendix I).

**Voting instructions:** If you wish to provide Euroclear with voting instructions for the AGM, you must complete the “Voting instructions” form (Appendix II).

You should contact your bank or intermediary to receive the “Request for power of attorney” and “Voting instructions” forms. All documents are also available on Gemalto’s website (www.gemalto.com/investors).

The completed forms can be sent to the bank or intermediary by e-mail, fax or ordinary mail following the relevant instructions of the bank or intermediary. **The completed forms must be received by your bank or your intermediary at the latest on May 15, 2014.**

**Transfer of shares to become a Registered shareholder listed in Gemalto’s shareholder register**

You may transfer your Gemalto shares in your own name in order to become listed in Gemalto’s shareholders register. If you wish to do so, you should contact TMF Netherlands B.V. (“TMF”) as per the below details.

Thank you for your attention in this matter.

Yours truly,

for the Board of Gemalto N.V.

TMF Netherlands B.V.
Registrar

TMF Netherlands B.V. (“TMF”)
Visiting address: Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands
Mailing address: TMF, P.O. Box 23393, 1100 DW Amsterdam Zuidoost, the Netherlands
Tel: +31 20 57 55 600 / fax +31 20 67 30 016
Email: registrar.and.shareholder.services@tmf-group.com
The contact persons at TMF are Ms. Saskia Engel and Ms. Sandra Lombert. Both are Dutch, English and French speaking.