APPENDIX I Request for power of attorney

You should complete this form:
- if you wish to attend the AGM of Gemalto on May 21, 2014 and to vote in person, or
- if you wish to appoint a representative to attend the AGM of Gemalto on May 21, 2014 and to vote on your behalf

The Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. (“Gemalto”) will 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.

The undersigned shareholder,
(name)……………………………………………………………………………………………………
(address) ………………………………………………………………………………………………………
(if applicable: legally represented by) …………………………………………………………………
(account number with the account holder or intermediary)…………………………………………
(details of the account holder or intermediary)…………………………………………………………
(phone number of the account holder or intermediary) ……………………………………………

hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of ...............(number) shares in Gemalto,

(* Please tick below as appropriate)
O will attend and vote in person at the AGM of Gemalto on May 21, 2014.
O authorizes:
(name)……………………………………………………………………………………………………
(address) ………………………………………………………………………………………………………
(country)……………………………………………………………………………………………………

to represent the Shareholder at the AGM of Gemalto on May 21, 2014, to speak on behalf of the Shareholder, and to vote the shares on his/her behalf.

The Shareholder hereby requests Euroclear France S.A. to issue a power of attorney enabling the Shareholder or his/her representative to vote his/her shares at the AGM of Gemalto on May 21, 2014.

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

Signature:……………………………………………………………………………………………………
Place:……………………………………………………………………………………………………
Date:……………………………………………………………………………………………………

This form must be received by the bank or intermediary at the latest on May 15, 2014.
APPENDIX II  Voting instructions form

You should complete this form if you wish to provide Euroclear France S.A. with your voting instructions.

The Annual General Meeting of Shareholders (“AGM”) of Gemalto N.V. ("Gemalto") will 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.

The undersigned shareholder,
(name) ………………………………………………………………………………………………………………………………………
(address) ………………………………………………………………………………………………………………………………………
(if applicable: legally represented by) …………………………………………………………………………………………………….
(account number with the account holder or intermediary) ……………………………………………………………………………….
(details of the account holder or intermediary) ……………………………………………………………………………………………
(phone number of the account holder or intermediary) …………………………………………………………………………………
hereinafter referred to as the “Shareholder”, acting in his/her capacity as holder of …………… (number) shares in Gemalto, hereby authorises Euroclear France S.A. to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out below:

<table>
<thead>
<tr>
<th>No.</th>
<th>Agenda (Voting items)</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.</td>
<td>Adoption of the 2013 Financial Statements</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b.</td>
<td>Distribution of a dividend in cash of €0.38 per share for the 2013 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a.</td>
<td>Discharge of the Chief Executive Officer for the fulfillment of his duties during the 2013 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6b.</td>
<td>Discharge of the Non-executive Board members for the fulfillment of their respective duties during the 2013 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td>Reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2018 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8a.</td>
<td>Amendment I of the Articles of Association</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8b.</td>
<td>Amendment II of the Articles of Association</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>8c.</td>
<td>Amendment III of the Articles of Association</td>
<td></td>
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<tr>
<td>8d.</td>
<td>Amendment IV of the Articles of Association</td>
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<tr>
<td>9.</td>
<td>Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a.</td>
<td>Authorization of the Board to issue shares and to grant rights to acquire shares in the share capital of the Company 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”)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b.</td>
<td>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</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c.</td>
<td>Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes with pre-emptive rights accruing to shareholders</td>
<td></td>
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</tr>
<tr>
<td>10d.</td>
<td>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&amp;A and/or (strategic) alliances</td>
<td></td>
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<tr>
<td>11.</td>
<td>Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2014 financial year</td>
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</tbody>
</table>

Please note that if you do not record a vote in favor of or against one or more of the proposals listed above, your vote(s) will be considered an abstention with respect to the relevant proposal(s).

Please note 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 of Gemalto on May 21, 2014.

Signature: ………………………………………………………………………………………………………………………………………
Place: ………………………………………………………………………………………………………………………………………
Date: ………………………………………………………………………………………………………………………………………

This form must be received by the bank or intermediary at the latest on May 15, 2014.