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 Thursday, May 21, 2015.

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

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 on Gemalto’s website (www.gemalto.com) on March 18, 2015.

The Board of Gemalto 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 Euronext stock exchange on April 23, 2015 (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, 2015, the Record Date, but you do not need to block your shares from the Record Date until the AGM on May 21, 2015.

Procedure for registering for and voting at the AGM

*Attendance at AGM:* If you wish to attend the AGM and vote in person, you must complete the “Attendance” form (Appendix I). If you wish to appoint a representative to attend the AGM and vote on your behalf, you must complete the “Power of attorney” form (Appendix II).

*Voting instructions:* If you wish to appoint Gemalto’s registrar, TMF Netherlands B.V. ("TMF"), as your representative to attend the AGM and vote in accordance with your voting instructions, you must complete the “Power of attorney” form (Appendix II).

The completed forms can be sent to TMF by e-mail, fax or ordinary mail. **The completed forms must be received by TMF at the latest on May 15, 2015.**

Thank you for your attention in this matter.

Yours truly,

for the Board of Gemalto N.V.

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TMF Netherlands B.V. ("TMF")
Registrar
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.