APPENDIX I  Attendance form

You should complete this form if you wish to attend the AGM of Gemalto on May 21, 2015 and to vote in person.

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 Thursday, May 21, 2015.

The undersigned shareholder,

(name) …………………………………………………………………………………………………………………………………………………

(address) …………………………………………………………………………………………………………………………………………………

(if applicable: legally represented by) ………………………………………………………………………………………………………

hereinafter referred to as the “Shareholder”, acting in his/her/its capacity as holder of …………………

(number) shares in Gemalto, will attend and vote in person at the AGM of Gemalto on May 21, 2015.

Please note 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 of Gemalto on May 21, 2015.

Signature:………………………………………………………………………………………………………………………………………………

Place:……………………………………………………………………………………………………………………………………………………

Date:……………………………………………………………………………………………………………………………………………………

This form must be received by TMF at the latest on May 15, 2015.
APPENDIX II  Power of attorney

You should complete this form:
- if you wish to appoint a representative to attend the AGM of Gemalto on May 21, 2015 and vote on your behalf, or
- if you wish to appoint Gemalto’s registrar, TMF, as your representative to attend the AGM of Gemalto on May 21, 2015 and vote in accordance 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 Thursday, May 21, 2015.

The undersigned shareholder,

(name) ………………………………………………………………………………………………………………………………………………………………………………………………
(address) ………………………………………………………………………………………………………………………………………………………………………………………………
(if applicable: legally represented by) ……………………………………………………………………………………………………………………………………………………………

hereinafter referred to as the “Shareholder”, acting in his/her/its capacity as holder of …………….

(number) shares in Gemalto,

(* Please tick below as appropriate)

O grants a power of attorney to:

(name) ………………………………………………………………………………………………………………………………………………………………………………………………
(address) ………………………………………………………………………………………………………………………………………………………………………………………………
(country) ………………………………………………………………………………………………………………………………………………………………………………………………

to represent the Shareholder at the AGM of Gemalto on May 21, 2015, to speak on behalf of the Shareholder, and to vote the shares on his/her/its behalf.

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O grants a power of attorney to:

TMF Netherlands B.V. (“TMF”)
Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands

to represent the Shareholder at the AGM of Gemalto on May 21, 2015, to speak on behalf of the Shareholder, and to vote the shares of the Shareholder in respect of the items on the agenda for the AGM, in the manner set out as follows:
<table>
<thead>
<tr>
<th>N°.</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 2014 Financial Statements</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b.</td>
<td>Distribution of a dividend in cash of €0.42 per share for the 2014 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a.</td>
<td>Discharge of the Chief Executive Officer for the fulfilment of his duties during the 2014 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6b.</td>
<td>Discharge of the Non-executive Board members for the fulfilment of their respective duties during the 2014 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a.</td>
<td>Reappointment of Mr. Alex Mandl as Non-executive Board member until the close of the 2017 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b.</td>
<td>Reappointment of Mr. John Ormerod as Non-executive Board member until the close of the 2017 AGM</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7c.</td>
<td>Appointment of Mr. Joop Drechsel as Non-executive Board member until the close of the 2019 AGM</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>8.</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>9a.</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>9b.</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>
<td></td>
<td></td>
</tr>
<tr>
<td>9c.</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 9.b for the purpose of M&amp;A and/or (strategic) alliances</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a.</td>
<td>Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2015 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b.</td>
<td>Appointment of KPMG Accountants N.V. as external auditor for the 2016 financial year</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Please note that if you do not record a vote in favor 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, 2015, the Record Date, but you do not need to block your shares from the Record Date until the AGM of Gemalto on May 21, 2015.

Signature: ........................................................................................................................................

Place: ..............................................................................................................................................

Date: ................................................................................................................................................

This form must be received by TMF at the latest on May 15, 2015.