Notice of the 2018 Annual General Meeting of Shareholders of Gemalto N.V.

Shareholders and other persons entitled to attend General Meetings of Shareholders of Gemalto N.V. (“Gemalto”) are invited to the Annual General Meeting of Shareholders (“AGM”) of Gemalto, also being the general meeting as referred to in article 18 of the Netherlands Decree on Public Takeover Bids, to be held at the hotel Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands at 10:00 a.m. CEST on Friday, May 18, 2018. Registration will take place between 9:00 a.m. and 9:45 a.m. CEST.

Agenda

1. Opening

The agenda items 2 to 7 are annual recurring items.

2. 2017 Annual Report and Financial statements
   a. 2017 Annual Report (Discussion item)
   b. Application of the remuneration policy in 2017 (Discussion item)
   c. Corporate governance structure and compliance with the Dutch Corporate Governance Code (2016) (Discussion item)
   d. Adoption of the 2017 Financial Statements (Voting item)

3. Dividend
   a. Dividend policy (Discussion item)
   b. No dividend for the 2017 financial year (Discussion item)

4. Discharge of Board members for the fulfillment of their duties during the 2017 financial year
   a. Discharge of the Chief Executive Officer (Voting item)
   b. Discharge of the Non-executive Board members (Voting item)

5. Reappointment of Board members
   a. Reappointment of Mr. Philippe Alfroid as Non-executive Board member until the close of the 2020 AGM (Voting item)
   b. Reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2020 AGM (Voting item)

6. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (Voting item)

7. 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 for general purposes with the power to limit or exclude pre-emptive rights accruing to shareholders (Voting item)
   b. Authorization of the Board to issue shares and to grant rights to acquire shares for general purposes without the power to limit or exclude pre-emptive rights accruing to shareholders (Voting item)
   c. Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7.b for the purpose of M&A and/or (strategic) alliances (Voting item)
   d. Authorization of the Board to limit or exclude pre-emptive rights accruing to shareholders in connection with the above resolution 7.b for the purpose of a non-dilutive tradable rights offering (Voting item)

The agenda items 8 to 11 relate to the recommended public offer made by Thales.

8. Explanation of the recommended public offer made by Thales (Discussion item)

9. Conditional corporate governance structure
   a. Conditional amendment of the Articles of Association following settlement of the Offer (Voting item)
   b. Conditional conversion of Gemalto and amendment of the Articles of Association following delisting from Euronext Amsterdam and Euronext Paris (Voting item)

10. Conditional appointment of Non-executive Board members as of settlement of the Offer
    a. Conditional appointment of Mr. Pascal Bouchiat as Non-executive Board member as of settlement of the Offer (Voting item)
    b. Conditional appointment of Mr. Pierre-Eric Pommellet as Non-executive Board member as of settlement of the Offer (Voting item)
    c. Conditional appointment of Ms. Isabelle Simon as Non-executive Board member as of settlement of the Offer (Voting item)
    d. Conditional appointment of Ms. Marie-Hélène Sartorius as Non-executive Board member as of settlement of the Offer (Voting item)
11. Discharge of Board members for the fulfillment of their duties during the 2018 financial year
   a. Discharge of the Chief Executive Officer (Voting item)
   b. Discharge of the Non-executive Board members (Voting item)
   c. Conditional full and final discharge of the resigning Non-executive Board members (Voting item)

12. Questions

13. Adjournment

Language - Documents
Gemalto is an international company and its corporate language is English. The AGM will therefore be conducted in English. The agenda, including the explanatory notes, Gemalto’s 2017 Annual Report (including the 2017 Financial Statements), the proposed changes to the Articles of Association contemplated by agenda items 9.a and 9.b and the information on the persons proposed for (re)appointment to the Board, are available, free of charge, at Gemalto’s head office (Barbara Strozzielaan 382, 1083 HN Amsterdam, the Netherlands) and at the offices of Gemalto International SAS (6, rue de la Verrerie, 92190 Meudon, France), and are published on Gemalto’s website (www.gemalto.com).

Record Date
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 20, 2018 (the “Record Date”) in Gemalto’s shareholders register, or in a register of a financial institution affiliated to Euroclear France S.A. (“Euroclear”), regardless of whether they are shareholders at the time of the AGM. Consequently, to be entitled to attend and cast votes, shareholders need to own Gemalto shares on the Record Date, but they do not need to block their shares from the Record Date until the AGM on May 18, 2018.

Procedure for registering for and voting at the AGM
Gemalto shares can be held in two ways:
- 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; or
- listed in the shareholders’ own name in Gemalto’s shareholders register.

1. Shareholders holding their shares in an account in a bank, a financial institution, an account holder or an intermediary (“Unregistered shareholders”)

   Attendance at AGM: Unregistered shareholders who wish to attend the AGM and to vote in person, or wish to appoint a representative to attend the AGM and vote on their behalf, must obtain a power of attorney from Euroclear by completing the “Request for power of attorney” form.

   Voting instructions: To provide Euroclear with voting instructions for the AGM, Unregistered shareholders must complete the “Voting instructions” form. All documents are available on Gemalto’s website (www.gemalto.com), and alternatively can be obtained through the bank or intermediary.

   The completed forms must be received by the bank or intermediary at the latest on Friday, May 11, 2018 before 5:00 p.m. CEST, to enable Euroclear affiliated institutions to send the forms to Gemalto’s registrar, TMF Netherlands B.V. (“TMF”) before midnight (12:00 a.m. CEST) that same day. Please be aware that the bank or intermediary may have an earlier internal deadline.

2. Shareholders listed in Gemalto’s shareholders register (“Registered shareholders”)

   This applies to shareholders who have transferred their shares in their own name and who are listed in Gemalto’s shareholders register. Shareholders wishing to do so should contact TMF.

   Attendance at AGM: Registered shareholders who wish to attend the AGM and vote in person must complete the “Attendance” form. Registered shareholders who wish to appoint a representative to attend the AGM and vote on their behalf must complete the “Power of attorney” form.
Voting instructions: Registered shareholders who wish to appoint Gemalto’s registrar, TMF, as their representative to attend the AGM and vote in accordance with their voting instructions must complete the “Power of attorney” form.

Registered shareholders will receive from Gemalto by ordinary mail an invitation for the AGM and the procedure for registering for and voting at the AGM. All documents are also available on Gemalto’s website (www.gemalto.com).

The completed forms must be received by TMF at the latest on Friday, May 11, 2018, before midnight (12:00 a.m. CEST).

Registration and identification
Registration will take place at the hotel Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands, between 9:00 a.m. and 9:45 a.m. CEST, on Friday, May 18, 2018. Once the meeting has started, registration is no longer possible.
Shareholders and other persons entitled to attend the AGM will be required to present valid identity papers when registering and are required to sign the attendance list. Holders of a power of attorney are required to present a copy of their power of attorney.

Processing of personal data
Gemalto will use the personal data provided by the shareholders (i.e. first name, surname, address, postal code, city, state/province, country, email address) when they submit attendance forms, provide powers of attorney and voting instructions to the service providers, for the purpose of obtaining and processing the results of these submissions during and after the AGM. During the AGM, Gemalto uses the services of an external company to undertake the electronic collection of the vote. Additionally, Gemalto may also use the personal data of shareholders for identification purposes.

Neither Gemalto, nor its service suppliers, will use the personal data for any purpose other than specified above nor share the personal data with any other third party. Gemalto will treat the personal data in strictest confidence and in accordance with the requirements of the Dutch Data Protection Act (Wet bescherming persoonsgegevens), as amended from time to time. The personal data described above are only retained as long as required under applicable laws.

Information for shareholders
Gemalto’s registrar is TMF Netherlands B.V.

For information and documentation, please contact TMF as follows:
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.

The Board of Gemalto N.V.
Amsterdam, the Netherlands, March 27, 2018