

Notice of the 2011 Annual General Meeting of Shareholders of Gemalto N.V.

Amsterdam, 16 March 2011 – 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 to be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands at 10:00 a.m. CET on Wednesday, May 18, 2011. Registration will take place between 9:00 a.m. and 9:45 a.m. CET.

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Agenda for the meeting

1. Opening
2. 2010 Annual Report (*Discussion item*)
3. Adoption of the 2010 Financial Statements (*Voting item*)
4. Dividend
 - a. Dividend policy (*Discussion item*)
 - b. Proposal to distribute a dividend in cash of EUR 0.28 per share for the 2010 financial year (*Voting item*)
5. Discharge of Board members for the fulfilment of their duties during the 2010 financial year
 - a. Discharge of the Chief Executive Officer (*Voting item*)
 - b. Discharge of the Non-executive Board members (*Voting item*)
6. Reappointment of Board members
 - a. Reappointment of Mr. Alex Mandl as Non-executive Board member until the close of the 2015 AGM (*Voting item*)
 - b. Reappointment of Mr. Michel Soublin as Non-executive Board member until the close of the 2015 AGM (*Voting item*)
7. Renewal of the authorization of the Board to repurchase shares in the share capital of Gemalto (*Voting item*)
8. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the 2011 financial year (*Voting item*)
9. Questions
10. 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 2010 Annual Report (including the 2010 Financial Statements), as well as information on the persons proposed for reappointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozilaan 382, 1083 HN Amsterdam, the Netherlands), at the offices of Gemalto International S.A.S. (6, rue de la Verrerie, 92190 Meudon, France) and are published on Gemalto's website (www.gemalto.com).

Record date

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 as per the closure of the Euronext Paris stock market on April 20, 2011 (the "Record Date") in Gemalto's shareholders register, regardless of whether they are shareholder at the time of the AGM.

This means that shareholders need to own Gemalto shares on April 20, 2011, the Record Date, to be entitled to attend and cast votes, but they do not need to block their shares from the Record Date until the AGM on May 18, 2011.

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 France S.A. ("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 form "Request for power of attorney".

Voting instructions: To provide Euroclear with voting instructions for the AGM, Unregistered shareholders must complete the form "Voting instructions".

Unregistered shareholders should contact their bank or intermediary to receive the forms "Request for power of attorney" and "Voting instructions", or can refer to Gemalto's website (www.gemalto.com/investors).

The completed forms must be received by the bank or intermediary at the latest on May 13, 2011.

2. Shareholders listed in Gemalto's shareholders register ("Registered shareholders")

This case applies to shareholders who have proactively transferred their shares in their own name in order to become listed in Gemalto's shareholders register. (Shareholders wishing to do so should contact NMC.)

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 form "Power of attorney".

Voting instructions: Registered shareholders who wish to appoint Gemalto's registrar, NMC, as their representative to attend the AGM and vote in accordance with their voting instructions must complete the form "Power of attorney".

Registered shareholders will receive a letter from Gemalto by mail containing 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/investors).

The completed forms must be received by NMC at the latest on May 13, 2011.

Registration and identification

Registration will take place at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG, Schiphol Airport, the Netherlands, between 9:00 a.m. and 9:45 a.m. CET, on Wednesday, May 18, 2011. 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.

Dividend

Gemalto proposes at the AGM to distribute a dividend in cash of EUR 0.28 per share for the 2010 financial year. If this resolution is adopted, the dividend shall become payable on May 25, 2011.

If this resolution is adopted, the dividend will be paid

1. to Unregistered shareholders through Crédit Agricole Investor Services Corporate Trust S.A. ("CACEIS"), Paris, France; and
2. to Registered shareholders through Gemalto's registrar, NMC, Amsterdam, the Netherlands.

The dividend in cash is in principle subject to 15% Dutch dividend withholding tax, which will be deducted by Gemalto from the dividend paid to the shareholders. Some shareholders may be eligible to claim a refund of the tax withheld, if certain conditions are met. Shareholders are advised to consult their own tax advisor on their applicable situation with respect to any tax aspects relating to the dividend.

Time schedule:

20 May 2011: Ex-dividend date.

24 May 2011: Dividend record date.

25 May 2011: Payment of dividend.

Information for shareholders

Gemalto's registrar is Netherlands Management Company B.V. ("NMC").

For information and documentation, please contact NMC as follows:

Visiting address: Parnassustoren, Locatellikade 1, 1076 AZ Amsterdam, the Netherlands

P.O. Box 75215, 1070 AE Amsterdam, the Netherlands

Tel: +31 20 57 57 124 / fax: +31 20 67 30 016

Email: registrar.and.shareholder.services@tmf-group.com

The contact persons at NMC are Ms. Saskia Engel and Ms. Sandra Lombert. Both are Dutch, English and French speaking.

The Board of Directors

Amsterdam, the Netherlands, March 16, 2011

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About Gemalto

Gemalto (Euronext NL 0000400653 GTO) is the world leader in digital security with revenues of €1.9 billion in 2010, and over 10 thousand employees operating out of 87 offices and 13 Research & Development centers in 45 countries.

Gemalto is at the heart of our evolving digital society. The freedom to communicate, travel, shop, bank, entertain, and work—anytime, anywhere—has become an integral part of what people want and expect, in ways that are convenient, enjoyable and secure.

Gemalto delivers on the growing demands of billions of people worldwide for mobile connectivity, identity and data protection, credit card safety, health and transportation services, eGovernment services and national security. We do this by providing solutions that leverage Gemalto's secure software and services for governments, wireless operators, banks and enterprises to help them achieve their goals, enabled by a wide range of secure personal devices. Gemalto is the world leader for electronic passports and identify cards, smart banking cards, two-factor authentication smart tokens for online protection, Subscriber Identification Modules (SIM) and Universal Integrated Circuit Cards (UICC) in mobile phones. Moreover Gemalto delivers on emerging applications related to the 'Internet of things' by supplying wireless modules and Machine Identification Modules (MIM) for Machine-to-Machine communication.

As the use of Gemalto's software and secure devices increases with the number of people interacting in the digital and wireless world, the Company is poised to thrive over the coming years.

For more information please visit www.gemalto.com