

## **Notice of the 2012 Annual General Meeting of Shareholders of Gemalto N.V.**

**Amsterdam, 10 April 2012** – 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 Thursday, May 24, 2012. Registration will take place between 9:00 a.m. and 9:45 a.m. CET.

### **Notice of the 2012 Annual General Meeting of Shareholders of Gemalto N.V.**

#### **Agenda for the meeting**

1. Opening
2. 2011 Annual Report (*Discussion item*)
3. Adoption of the 2011 Financial Statements (*Voting item*)
4. Dividend
  - a. Dividend policy (*Discussion item*)
  - b. Distribution of a dividend in cash of €0.31 per share for the 2011 financial year (*Voting item*)
5. Discharge of Board members for the fulfilment of their duties during the 2011 financial year
  - a. Discharge of the Chief Executive Officer (*Voting item*)
  - b. Discharge of the Non-executive Board members (*Voting item*)
6. Appointment of Board members
  - a. Reappointment of Mr. Olivier Piou as Executive Board member until the close of the 2016 AGM (*Voting item*)
  - b. Reappointment of Mr. Johannes Fritz as Non-executive Board member until the close of the 2016 AGM (*Voting item*)
  - c. Reappointment of Mr. Arthur van der Poel as Non-executive Board member until the close of the 2016 AGM (*Voting item*)
  - d. Appointment of Mrs. Yen Yen Tan as Non-executive Board member until the close of the 2016 AGM (*Voting item*)
  - e. Appointment of Mrs. Drina Yue as Non-executive Board Member until the close of the 2016 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 2012 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 2011 Annual Report (including the 2011 Financial Statements), as well as information on the persons proposed for appointment to the Board, are available, free of charge, at Gemalto's head office (Barbara Strozilaan 382, 1083 HN Amsterdam, the Netherlands) and 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](http://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 after the close of trading on the Euronext Paris stock exchange on April 26, 2012 (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 shareholder at the time of the AGM.

This means that shareholders need to own Gemalto shares on April 26, 2012, 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 24, 2012.

### **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". All documents are also available on Gemalto's website ([www.gemalto.com/investors](http://www.gemalto.com/investors)).

The completed forms can be sent to the bank or intermediary by e-mail, fax or ordinary mail following the relevant instructions of the bank or intermediary. **The completed forms must be received by the bank or intermediary at the latest on May 18, 2012.**

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

This case applies to shareholders who have transferred their shares in their own name in order to become 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 form "Power of attorney".

**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 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](http://www.gemalto.com/investors)).

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 18, 2012.**

### **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 Thursday, May 24, 2012. 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 €0.31 per share for the 2011 financial year. If this resolution is adopted, the dividend shall become payable on May 31, 2012 and will be paid to shareholders through BNP Paribas Securities Services S.C.A., Paris, France.

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:

May 28, 2012: Ex-dividend date, *i.e.* the date as of which shares are traded without the right to the dividend

May 30, 2012: Dividend record date, *i.e.* the date on which the positions of the shareholders need to be recorded as per close of business in order to be entitled to the distribution

May 31, 2012: Payment of dividend

### **Information for shareholders**

Gemalto's registrar is TMF Netherlands B.V. ("TMF").

For information and documentation, please contact TMF as follows:

Visiting address: Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, the Netherlands

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](mailto:registrar.and.shareholder.services@tmf-group.com)

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

The Board of Directors

Amsterdam, the Netherlands, April 10, 2012

### **Investor Relations**

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### **About Gemalto**

Gemalto (Euronext NL0000400653 GTO) is the world leader in digital security with 2011 annual revenues of €2 billion and more than 10,000 employees operating out of 74 offices and 14 Research & Development centers in 43 countries.

We are at the heart of our evolving digital society. Billions of people worldwide increasingly want the freedom to communicate, travel, shop, bank, entertain and work – anytime, anywhere – in ways that are convenient, enjoyable and secure. Gemalto delivers on their expanding needs for personal mobile services, identity protection, payment security, authenticated online services, cloud computing access, modern transportation, M2M communication, eHealthcare and eGovernment services.

Gemalto develops secure software that runs on trusted devices which we develop design and personalize. We manage these devices, the confidential data they contain and the services they enable, throughout their life cycle. We innovate so that our clients can offer more ways of enhancing the convenience and security of their end-users' digital lives.

Gemalto is thriving with the growing number of people using its software and secure devices to interact in the digital and wireless world.

For more information visit [www.gemalto.com](http://www.gemalto.com), [www.justaskgemalto.com](http://www.justaskgemalto.com), [blog.gemalto.com](http://blog.gemalto.com), or follow @gemalto on Twitter.