

DENISE VOIGT CRAWFORD
SECURITIES COMMISSIONER

DON A. RASCHKE
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300
Facsimile: (512) 305-8310



Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.state.tx.us

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June 14, 2006

Mr. Peter McKeon
Skadden, Arps, Slate Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522

RE: Gemalto N.V.

Dear Mr. McKeon:

This letter is in response to your letter dated June 7, 2006, received by this Agency on June 8, 2006. Your letter was supplemented by your facsimile dated June 12, 2006.

Your letter describes a proposed exchange offer by Gemalto N.V. ("Gemalto") for the remaining shares of Gemplus International S.A. ("Gemplus") not already held by Gemalto.

By way of background, your letter states that on December 6, 2005, Axalto Holding N.V. ("Axalto") and Gemplus executed a Combination Agreement pursuant to which both companies, which operate in the field of secured plastic cards, agreed to combine in order to form a company that would be a world leader in the digital security market (the "Combination"). Gemplus' two largest shareholders (the "TPG Entities" and the "Quandt Family Entities"), which in the aggregate held 43.4% of Gemplus equity, each approved the Combination and entered into the Combination Agreement. On December 6, 2005, subsequent to their approval of the Combination, the TPG Entities and the Quandt Family Entities each entered into separate contribution in kind agreements with Axalto, pursuant to which each of the TPG Entities and the Quandt Family Entities became irrevocably bound to contribute all of the Gemplus shares that each held, 159,305,600 and 115,508,200 respectively (the "Contribution in Kind"). Also on December 6, 2005, the Board of Directors of Gemplus unanimously approved the Combination and has recommended that Gemplus shareholders tender their shares to the public exchange offer. On January 31, 2006, the general meeting of Axalto shareholders approved the Combination. Your letter notes that there was no formal vote of Gemplus shareholders on the merger.

Your letter states that on June 2, 2006, the Contribution in Kind was effected and Axalto changed its name to Gemalto. The TPG Entities and the Quandt Family Entities received 12,744,448 and 9,240,656 Gemalto shares respectively based on an exchange ratio of 2 Gemalto shares for every 25 existing Gemplus shares. The terms of the exchange offer are identical to the exchange ratio employed in the Contribution in Kind: 2 Gemalto new shares will be issued for 25 Gemplus shares. In order to participate, holders of Gemplus American Depositary Shares will be required to tender the underlying Gemplus shares in the exchange offer.

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Gemalto is not a reporting company under the Securities Exchange Act of 1934 ("Exchange Act") according to your letter, and Gemplus has American Depositary Receipts listed on the NASDAQ NMS and as such is a reporting company under the Exchange Act. You have stated that pursuant to Article 231-14 of the General Regulation of Autorite des marches financiers ("AMF"), the French stock market authority, Deutsche Bank AG, Paris branch, has filed a draft of the public tender offer on behalf of Gemalto with AMF.

Your facsimile provides that holders of Gemplus American Depositary Shares who tender their shares into the offer will represent that they are acquiring Gemalto shares for investment purposes and not with view to or for sale. Any disposition of Gemalto shares by Texas residents, as your facsimile states, would have to be accomplished by registration under the Texas Securities Act (the "Act") or by an exemption from registration under the Act. Further, you have stated that holders of Gemplus American Depositary Shares may choose not to tender their shares into the offer and may continue to hold the Gemplus shares. However, you noted that Gemalto has the option, after the tender offer closes and Gemalto has attained a majority of Gemplus shares, to offer Gemplus shareholders cash for their securities at fair market price.

Finally, your letter states that Gemplus shares held by U.S. persons are generally held in street name; as a result, it is very difficult to determine whether any of the Gemplus shares are beneficially owned by Texas residents and, if so, how many Texas residents hold such shares.

Based on the foregoing understanding, the staff of the State Securities Board will recommend no action to require: (1) Gemalto to register as a dealer, (2) employees of Gemalto to register as agents, or (3) registration of Gemalto shares, in relation to the proposed exchange offer described above.

Please note that this Agency has not made an independent investigation of the facts, but has relied solely on the information you have provided. If this information is incorrect or changes substantially, the staff would reconsider the matter and the no-action position stated above would be void.

I trust this letter answers your inquiry. Please feel free to write us if you need further information.

Very truly yours,

DENISE VOIGT CRAWFORD
Securities Commissioner

David Weaver
General Counsel

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