

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Axalto SA	10/01/2008
RECEIVING PARTY DATA	
Name:	Gemalto SA
Street Address:	6 rue de la Verrerie
City:	Meudon
State/Country:	FRANCE
Postal Code:	F-92190
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10507291
CORRESPONDENCE DATA	
Fax Number:	(512)597-0639
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	512-658-8708
Email:	anne@thejanssonfirm.com
Correspondent Name:	Pehr B. Jansson
Address Line 1:	3616 Far West Blvd #117-314
Address Line 4:	Austin, TEXAS 78731
ATTORNEY DOCKET NUMBER:	76.0731
NAME OF SUBMITTER:	Pehr B. Jansson
Total Attachments: 7 source=Minutes_extraordinary_general_meeting_1_October_2008#page1.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page2.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page3.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page4.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page5.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page6.tif source=Minutes_extraordinary_general_meeting_1_October_2008#page7.tif	

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PATENT
REEL: 026837 FRAME: 0827

AXALTO S.A

Joint stock company with an issued share capital of 43,365,860.28 Euros
Registered office: 6 rue de la Verrerie – 92190 Meudon
Registered in Register of Commerce and Companies of Nanterre No. 562 113 530

Me ANNES ROQUELAURE
Notaire à Paris, certifie uniquement la
matérialité de la (des) signature(s) de
M. Nicolas HOOGLAND

apposée(s) ci-dessous
comme émanant bien de lui
Cette certification de signature(s) ne peut en
aucun cas servir au présent document le
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cause en ce qui concerne le contenu du
présent document.

MINUTES OF THE

EXTRAORDINARY GENERAL MEETING OF 1 OCTOBER 2008

In the year two thousand and eight, on 1 October at eleven o'clock, the shareholders of the Axalto S.A. Company, hereinafter "the Company" met in an Extraordinary General Meeting at Meudon (92190) having been convened by the Board of Directors.

An attendance sheet was created to which were appended the powers of the shareholders represented by proxies and which was signed in the margin by each member of the Meeting as he/she entered the session.

The Meeting was chaired by Mr Arnaud SOULIE, director.

Mrs Christine BROSSARD was called upon to act as teller.

The PriceWaterhouseCoopers company, the appointed Auditors, regularly convened, did not attend the meeting.

Mr Yves BENICHO, invited in his capacity as representative of the Works Council, attended the meeting.

The attendance sheet was certified as correct by the members of the bureau thus constituted, and made it possible to establish that the shareholders present or represented owned one quarter of the shares of which the company's share capital with attached voting rights consisted.

Consequently, the Meeting was declared to be regularly constituted and entitled to validly deliberate.

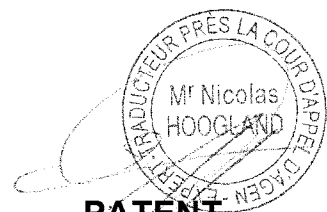
Mr SOULIE placed on the desk the various documents required by current laws and regulations and declared that these had been made available shareholders at the registered office as from the date of convening the Meeting. The Meeting therefore placed this declaration on the record.

Mr SOULIE then recalled that the present Meeting had been convened in order to deliberate on the following agenda:

Visé NE VARIETUR sous le n°
Nicolas HOOGLAND
Expert-Traducteur Juré

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Extraordinarily

- Reading of the Board of Directors' report
- Reading of the auditors' report on the procedures for a merger
- Reading of the Auditors' report
- Approval of the proposed merger through absorption of the company GEMPLUS SA into the AXALTO SA company.
- Establishing the definitive performance of the operation
- Adjustment of the fusion parity in view of the removal of GEMPLUS SA options that occurred prior to 31 July, 2008 and Increase in share capital
- Deductions to be made from the merger premium
- Authorisation for an increase in the capital through the exercise of options to subscribe to shares held by the owners of such options in the GEMPLUS SA company and waiver by the shareholders of their preferential right of subscription
- Amendment to articles 7 and 8 of the Articles of Association concerning contributions and contributions to the share capital
- Change of company name and corresponding change to article 3 of the Articles of Association
- Powers for the purpose of performing the formalities.

Mr SOULIE asked for the report of the Board of Directors and the proposed merger to be read aloud.

The Auditors' Report concerning the Merger was then read.

Once the readings had been completed, Mr SOULIE opened the discussion.

No one requesting the floor, Mr SOULIE put the following resolutions to the vote:

FIRST RESOLUTION

The General Meeting, after having taken note of the reports of the Board of Directors and the Auditors concerning the merger designated by the Presiding Judge of the Nanterre Commercial Court dated 12 March, 2008 concerning the procedures for merger and the assessment of contributions in kind, the Works Council, having been consulted in accordance with the legal provisions dated 8 April, 2008, abstained from expressing an opinion concerning the operation:

- acknowledged having familiarised itself completely with the merger proposal and



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the schedules thereto signed on 26 June 2008 with the Gemplus SA company, a joint stock company with an issued share capital of 11,315,809.60 euros, whose registered office is at Avenue du Pic de Bertagne, Parc d'activités de Géménos, registered in the Register of Commerce and Companies under number RCS Marseille 349 711 200, under the terms of which this company shall transfer for the purposes of the merger the entirety of its assets, assessed at 303,121,329 euros to the Axalto SA company, in exchange for the allocation to shareholders of the Gemplus SA company, of 7,935,493 shares with a nominal value of 7.62 euros each, issued in full, of which possession shall be taken from 1 January, 2008, to be created by the Axalto SA company, for the purpose of increasing its capital. These shares shall be divided between the shareholders of the Gemplus SA company, in the ratio of 1.123 shares in the Axalto SA company for 1 share in the Gemplus SA company, it being specified that in application of the current provisions of article L 236-3 of the Code of Commerce, this does not constitute an exchange of shares in Axalto SA against own shares held by Gemplus SA;

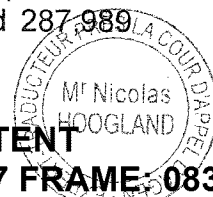
- notes that the Shareholders Ordinary General Meeting of the Gemplus SA Company held on 26 June, 2008 approved the accounts for the financial year ended 31 December, 2007, and that the Shareholders Extraordinary General Meeting of this same company dated that day resolved on the one hand to implement the simplified merger absorption of Gemplus Trading SAS, the said merger being definitively performed at the end of the said meeting, and on the other hand, the present merger, and established that the conditions to which the merger was subject and which were mentioned in the draft merger document were thus definitively fulfilled in their entirety;
- approved the merger plan in all its provisions and the merger it has planned;
- decides that merger of the Axalto SA with Gemplus SA is definitive, the operation being performed at the outcome of the present Meeting, and the Gemplus SA company finding itself lawfully dissolved, without proceeding to any liquidation operation.

This resolution was adopted unanimously.

SECOND RESOLUTION

The General Meeting takes note:

- of the assignment by a minority shareholder, in July, 2008, of 65 shares in the Gemplus SA company to this Company,
- of the raising of 400 options for subscription to the shares of Gem Plus SA prior to 31 July, 2008, that resulted in a decision to increase the corresponding share capital at a meeting of the Board of Directors held on 24 September, 2008, decided that a technical adjustment should be made to the merger parity, as planned by the Company's Board of Directors on 27 June, 2008, and through the draft merger treaty, the number of Company shares to be compensated amounting to 4,189,202 shares with a face value of 1.60 euros and 287,989 shares with a face value of 16 euros.



The General Meeting noted this adjustment and definitively resolved that the remuneration for the merger contribution should be as follows: the shareholders of the Gemplus SA company would be awarded 7,935,869 shares in Axalto SA, shares with a nominal value of 7.62 euros each, entirely paid up, possession thereof to be taken from 1 January, 2008, to be created for the purpose of increasing the issued share capital in the amount of 60,471,321.78 euros, the said shares to be distributed among the shareholders of the Gemplus SA company as 7,935,869 shares in Axalto SA for 4,189,202 shares with a face value of 1.60 euros and 287,989 shares with a face value of 16 euros in the Gemplus SA company.

This resolution was adopted unanimously.

THIRD RESOLUTION

The General Meeting decided that the difference between the value of the property transmitted by Gemplus SA, the company absorbed, (i.e. 303,121,329 euros), and the nominal value of shares created as remuneration for the merger contribution (i.e. 60,471,321.78 euros) would constitute a merger premium of 242,650,007.22 euros, entered in the balance sheet as liabilities in an account named "Merger premium", in which the rights of old and new shareholders would entered.

The General Meeting especially approved, as required, the provisions of the draft merger document signed with the Gemplus SA company concerning the use of the merger premium which currently amounts to 242,650,007.22 euros and specifically approved the following proposals for the allocation of the premium which were approved by the General Meeting of shareholders of the Gemplus SA company:

- the decision to deduct from the merger premium above mentioned the sum necessary for reconstitution of the investment subsidy originating from the Gemplus SA company (the subsidy itself originating from the Gemplus Trading SAS company) with the Axalto SA company needed to re-enter in its balance sheet liabilities in order to comply with current taxation regulations,
- the allocation of the Axalto SA company's legal reserve in order to increase the amount there to 1/10 of the new issued share capital of Axalto SA after the merger,
- confirmation of the option granted to the Company's Board of Directors of Axalto SA to charge, if it deemed this to be necessary, to the merger premium, all of the costs, dues, taxes and fees resulting from the merger operation,
- authorisation to allow the Ordinary General Meeting of the shareholders in the Axalto SA company to allocated to the merger premium – or the balance thereof, after the above allocations had been made, after the abovementioned charges – any allocations other than the incorporation to the capital.



This resolution was adopted unanimously.

FOURTH RESOLUTION

The General Meeting, after having familiarised itself with the Board of Directors' report, the provisions of the merger treaty and the accountants' special report, noted that due to the implementation of the merger—absorption of the Gemplus SA company by the Axalto SA company, the Axalto SA company would be substituted in all of the rights and obligations of the Gemplus SA company resulting from the existence and exercise of the entirety of the options to subscribe to the shares granted by the latter company.

The options to subscribe to Gemplus SA shares would consequently be legally transferred to the shares in Axalto SA, without such substitution constituting novation of options.

The number of Axalto SA shares which were productive of the right to options to subscribe to shares taken over by Axalto SA would be corrected by the application of the exchange ratio of the merger.

The General Meeting authorised any increase in capital resulting from the exercise of the said options and specifically waived the right to preferential subscription to shares in Axalto SA to be issued as a result of the exercise of these share subscription options.

The General Meeting granted all powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board of Directors to 31 December, 2008 then, as from 1 January, 2009, to the Managing Director or, with the consent thereof, to one or more of the Deputy Managing Directors, to establish, at the proper time, the number and sum of the shares issued once the said options on subscription to the shares had been lifted, in order to proceed to the formalities resulting from the increases in issued share capital, to make the corresponding amendments to the articles of association and more generally to take any measures and perform any formalities that might be required.

This resolution was adopted unanimously.

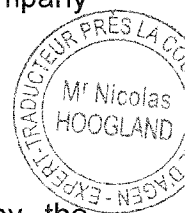
FIFTH RESOLUTION

The General Meeting decided, as a result of the adoption of the preceding resolutions, to amend as follows, the Articles of Association concerning contributions and the company share capital:

Article 7 Contributions

The following paragraph was to be added to the article:

"Under the terms of a proposed merger dated 26 June, 2008, approved by the



Extraordinary General Meeting held on 1 October, 2008, the Gemplus SA company, a joint stock company with an issued share capital of 11,315,809.60 euros, whose registered office is at Avenue du Pic de Bertagne, Parc d'activités de Géménos, registered in the Register of Commerce and Companies of Marseille under number 349 711 200, has contributed the entirety of its assets in exchange for taking control of its liabilities; the assets amount to 303,121,329 euros. It has been covered by an increase in issued share capital in the amount of 60,471,321.78 euros and the merger has produced a merger premium in the amount of 242,650,007.22 euros."

Article 8 Issued share capital

Paragraph 1: new wording

"The share capital currently amounts to 103,837,182.06 euros and divided into 13,626,051 shares of 7.62 euros each, entirely paid up and in the same category."

Paragraph 2: deleted

This resolution has been adopted unanimously.

SIXTH RESOLUTION

The General Meeting decided to amend the name of the company which, as from 1 October, 2008 will become GEMALTO SA.

Consequently, the General Meeting resolved to amend article 3 of the Articles of Association: Article 3 Company Name

"The company name shall be GEMALTO SA."

The rest of the article shall remain unchanged.

This resolution was passed unanimously.

SEVENTH RESOLUTION

The General Meeting granted all powers to Mr Patrick MOUCHART and Mr Arnaud SOULIE for the purpose of completing the merger, either themselves or through a proxy appointed by them, and consequently:

- to create and sign the declaration of regularity and compliance as provided in article L 236-6 of the Code of Commerce,
- to reiterate, if need be, and in all forms, the transmission of the assets to the absorbent company, creating all of the confirmatory, complementary or rectifying deeds that may be necessary, accomplish all of the required formalities for facilitating the assignment of the assets of the Gemplus SA company to the Axalto SA company;

- to complete all of the formalities, make any declarations to the administration, as well as any service and notifications on anyone and in particular to seek the striking out of the company in the Register of Commerce and Companies; in case of difficulty, engage with or follow up any of the authorities.

For the abovementioned purposes, sign any paperwork, deeds and documents, choose an address for service, substitute and delegate within the limits of the present powers and do all that is necessary. It confers all powers on the bearer of an original, a copy or an extract from the minutes of the present general meeting in order to file any of the documents or perform any of the formality where the need arises.

This resolution was adopted unanimously.

The agenda having been completed and no other person requesting the floor, Mr SOULIE declared the session closed.

From all of the above, minutes were produced which, after having been read, were signed by the members of the bureau.

A director

The teller

Arnaud SOULIE

Christine BROSSARD

[Signature]

[Signature]



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