



AXALTO HOLDING N.V.

Limited liability company (naamloze vennootschap) under Dutch law, with corporate seat in Amsterdam, The Netherlands and address at Koningsgracht Gebouw 1, Joop Geesinkweg 541-542, 1096 AX, Amsterdam, The Netherlands

Summary of the buy-back program following the decision of the Board of Directors dated April 28, 2006 to extend the objectives of the buy-back program authorized by the general meeting of shareholders dated May 11, 2005 and which the Board of Directors dated September 2, 2005 had decided to implement

The French version of the detail of the buy-back program by Axalto Holding N.V. of its own shares which has been authorized by the general meeting of shareholders dated May 11, 2005 and which the Board of Directors dated September 2, 2005 had decided to implement and whose objectives have been extended by the Board of Directors dated April 28, 2006 is available free of charge on Axalto's website (<http://www.axalto.com>) and on the website of the French *Autorité des marchés financiers* (<http://www.amf-france.org>).

Issuer: Axalto Holding N.V. (hereafter « **Axalto** »), a company incorporated under Dutch Law whose shares are listed on the Foreign Compartment of the Eurolist of Euronext Paris.

Securities: Axalto Holding N.V. shares (ISIN code NL0000400653).

Maximum percentage authorized by the Board of Directors to be bought back: 1.19% of the issued share capital, that is 484,820 shares, corresponding to the sum of (i) the number of shares which may be held at any time by Axalto for the purpose of animating the secondary market of the Axalto share under the present buy-back program, that is 200,000 shares, (ii) the number of shares which may be acquired for the purpose of granting shares to employees under the present buy-back program, that is 200,000 shares, and (iii) the number of shares which were held by Axalto on April 27, 2006 for the purpose of granting shares to employees under the previous buy-back program whose terms and conditions were set out in the information memorandum registered with the French *Autorité des marchés financiers* on April 29, 2005 under number 05-325, that is 84,820 shares.

Maximum acquisition price per share: the lesser of (i) €45 and (ii) 110% of the average closing share price of the Axalto share for the last 5 trading days preceding the buy-back.

Minimum acquisition price per share: nominal value of the Axalto share (that is €1 per share).

Objectives of the buy-back program:

- (i) to animate the secondary market of the Axalto share (provided that no more than 200,000 shares may be held at any time for that purpose), such objective being carried out by an investment services provider pursuant to a liquidity agreement complying with the charter of ethics of the *Association française des entreprises d'investissement* approved by the French *Autorité des marchés financiers*; and
- (ii) to grant shares to employees under the terms and arrangements prescribed by law, including within the context of participation by the employees in the results of the company's expansion, of share purchase option schemes or through a company savings plan (provided that no more than 200,000 shares may be acquired for that purpose).

Duration of the buy-back program: 18 months as from the date of the general meeting of shareholders dated May 11, 2005, that is until November 11, 2006 (included).