



Gemalto N.V. (the "Company")

Audit Committee Charter

(Revised on November 29, 2006)

The Committee's Purpose

The Audit Committee (the "Committee") advises the Board in relation to its auditing responsibilities and prepares resolutions of the Board in relation thereto. The Board remains responsible for its decisions even if they were prepared by the Committee. The Board recognizes that the function of the Committee is oversight. In fulfilling their responsibilities, as set out hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not performing the functions of auditors or accountants.

Constitution and Membership

1. The Board shall appoint the Committee members who shall all be non-executive Directors of the Company.
2. The Committee shall comprise of at least three members.
3. The majority of all members of the Committee should consist of persons who the Board has determined do not have any material relationships, directly or indirectly, with the Company and/or its group and meet the Dutch Corporate Governance Code independence criteria. The members of the Committee shall be named in the Company's annual report and accounts.
4. The Board shall appoint the Chairman of the Committee who shall not be the Chairman of the Board or a former executive Board member. In the absence of the Committee Chairman the remaining members present shall elect one of their number present to chair the meeting.
5. At least one member of the Committee must be a "financial expert" having up-to-date relevant knowledge of, and experience in, financial administration and accounting for listed companies or other large corporate entities and furthermore as defined from time to time by normally accepted audit committee standards and practices.
6. The Secretary of the Company will be Secretary of the Committee, unless the Committee decides otherwise.



Duties, Authority and Responsibilities

The Committee shall:

1. Consider the appointment and re-appointment of external auditors to the Company and its subsidiaries and any questions of resignation or dismissal and make recommendations to the Board in that regard.
2. Monitor and review the relationship with external auditors including:
 - (i) Consideration of the scope, plan and results of the audit, and to ensure co-ordination where more than one audit firm is involved,
 - (ii) Pre-approval of audit and non-audit services to be provided and the consideration of audit fees and non-audit fees which are payable to external auditors and make recommendations to the Board in that respect,
 - (iii) Where there is a substantial supply of non-audit services, keeping the nature and extent of non-audit services under review, seeking to balance the maintenance of objectivity and value for money,
 - (iv) Discussions with external auditors concerning such issues as compliance with accounting standards,
 - (v) The assessment of the external auditor's independence, and
 - (vi) Acting as principal contact for the external auditor to the extent that the external auditor discovers any irregularities in respect of the content of the Company's financial reporting.
3. Oversee and review, at least annually, the financial reporting procedures and the effectiveness of the Company's and group's system of internal controls (including financial, operational and compliance controls, risk management and supervision of the enforcement of the relevant legislation and regulations and of the operation of codes of conduct) and the statement by the Directors on such systems to be included in the Company's annual report and accounts prior to consideration by the Board.
4. Oversee the Company's financial information, the choice of accounting policies and the application and assessment of the effects of new accounting rules.
5. Oversee the Company's internal audit department.
6. Oversee the Company's implementation of an adequate tax policy.
7. Oversee the Company's implementation on its financing policies.



8. Oversee the Company's implementation of recommendations and observations of internal and external auditors.
9. Oversee the Company's application of information and communication technology.
10. The Committee is empowered to have full access to all books, records, facilities at any time.
11. The Committee may delegate specific responsibilities to one or more individual Committee members to the extent permitted by law, regulation, AMF Standards and the Articles of Association of the Company.
12. The Committee shall prepare and present to the Board a report of its deliberations and findings on an annual basis and furthermore as often as the Board or the Committee may deem appropriate.
13. The Committee shall review annually the adequacy of this charter and recommend any changes that it deems appropriate to the Board for approval.

Meetings and Decisions

1. The Committee shall meet formally at least three times a year. The Chief Financial Officer, the Internal Audit Director, and a representative of the external auditors shall normally be invited to attend meetings. Other members of management may attend, as appropriate. The Committee shall have the discretion to decide who else, other than its members, shall attend its meetings. At least once a year, the Committee shall meet with the internal and external auditors either together or with each separately, as deemed appropriate, without executive Board members or any member of management being present.
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary. The external auditors and the Internal Audit Director may request a meeting with the Committee or the Chairman of the Committee if they consider it necessary or appropriate.
3. Notice of each meeting of the Committee confirming the venue, time and date together with an agenda of items to be discussed and supporting papers where appropriate shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee and any other person required to attend not less than five days prior to the date of the meeting.
4. Following each meeting of the Committee, the Committee Chairman or, in his absence, another member of the Committee, shall report to the Board on the matters considered and dealt with by the Committee.
5. The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and, after approval and signature by the Chairman of the Committee, shall submit them to all members of the Board.



Support and Evaluation

1. The Committee has the authority to retain at the Company's expense independent auditors or other consultants to assist it in its responsibilities, and to terminate such retention, in its sole discretion, and to approve related fees and other retention provisions. In addition, the Audit Committee shall receive any funding it deems necessary or appropriate for ordinary administrative expenses.
2. The Committee shall annually proceed with auto-evaluation of its own functioning and provide to the Board a report.