



Gemalto N.V. (the "Company")

Board Charter

(Amended on October 2, 2009)

1. Functions of the Board

The Company shall be managed by the Board presided by the Chairman¹. The Chief Executive Officer shall manage the day to day business of the Company.

The Board performs, inter alia, the following functions:

1. Reviewing and approving, with the assistance of the Strategy and M&A Committee, the Company's strategies, long-term plans and major corporate actions, as well as monitoring their progress;
2. Reviewing, with the assistance of the Audit Committee, the financial, legal and ethical controls of the Company and ensuring that appropriate compliance processes are in place;
3. Reviewing the Chief Executive Officer's objectives and performance evaluation as prepared by the Compensation Committee;
4. Reviewing major allocations of capital and approving significant business acquisitions and divestitures, with the assistance of the Strategy and M&A Committee;
5. Nominating candidates for election by the General Meeting of Shareholders to membership on the Board based upon the recommendations of the Nomination and Governance Committee;
6. Resolving upon the compensation of the Chief Executive Officer, based upon the recommendations of the Compensation Committee and with due observance of the Company's remuneration policy for the Chief Executive Officer as adopted by the General Meeting of Shareholders.

2. Board Meetings

Regular Meeting Calendar

1. *Frequency.* The Board will meet in person at least four (4) times per year, unless it determines that more or fewer meetings are required.
2. *Topics.* The Board agenda will include regular reviews of the key opportunities affecting the Company overall and various Company businesses and functions. Business unit and functional presentations will address key issues facing the

¹ For the duration of the Executive Period, the Company has an Executive Chairman, appointed by the General Meeting of Shareholders held on January 31, 2006. The effective date of appointment of the Executive Chairman was June 2, 2006, for a period of 18 months, ending on December 2, 2007. For the duration of the Executive Period, the word 'Chairman' in the Board and Committee charters, as well as the Company's codes of conduct, shall be interpreted to mean 'Executive Chairman'. For more information on the position of the Executive Chairman we refer to the Company's Articles of Association as posted on the website.



business unit/function and decisions and strategies relating to those issues. Appropriate time will be allotted for Directors' questions and input. At least once per year, the Board will meet outside the presence of the Chief Executive Officer to review the performance and succession plan for the Company's Chief Executive Officer. Succession planning should include policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board's evaluation of the Chief Executive Officer's performance will be shared with the Chief Executive Officer.

3. *Distribution of Materials.* Information and materials will, generally, be distributed one week in advance of the Board meetings where important to the Board's understanding or to facilitate discussion.

Locations. The Board will meet in the Netherlands, unless a majority of the Directors entitled to vote determines otherwise.

Special Meetings. The Board shall meet whenever the Chief Executive Officer, the Chairman or one-fifth of the Directors in office so request. Special meetings may be held in person or by telephone or other form of interactive electronic communication, provided that all participating can simultaneously hear one another.

Voting. A Director shall not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has an actual or potential conflict of interest with the Company.

Board memberships: For the number and type of other (supervisory) board memberships that Directors may hold, Directors shall comply with the recommendations of the Dutch corporate governance code, as set out in best practices II.1.7 and III.3.4.

Non-executive Directors are required to inform the Chairman of the Board, and the Chairman of the Board is required to inform the Chair of the Nomination and Governance Committee, of any new company board to which they have been nominated for election as director and of any change in their existing status as director on any other board. The Chief Executive Officer will consult with the Board prior to any senior manager of the Company accepting a position on the board of any major or potential major supplier, contractor, or consultant and will inform the Board of any outside board memberships accepted by a senior manager of the Company.

3. Board Leadership

Chairman. The Board will be chaired by the Chairman, not being the Chief Executive Officer. The Chairman will be appointed by the Board from among its independent members. The Board may at any time revoke such appointment.

Non-Executive Sessions. Regardless of who holds the position of Chairman, the non-executive members of the Board will meet regularly at least once per year outside the presence of any Company employee. For purposes of these non-executive sessions, a former Chief Executive Officer of the Company will be considered to be an employee



member for at least two (2) years, and thus will not attend the non-executive sessions. The Chairman will lead non-executive sessions.

Board Agendas. The Chairman in cooperation with the Company Secretary and in consultation with the Chief Executive Officer will determine the agenda for each meeting. Directors should propose to the Chairman the inclusion of additional agenda items that they deem necessary or appropriate in carrying out their duties.

4. Nomination criteria for Directors

The individual qualifications sought in potential Director nominees identified by the Nomination and Governance Committee for consideration by the Board are set forth in the Charter of that Committee. In addition, the following criteria regarding independence and terms of office are applied in the selection of candidates for nomination:

Independence.

At least a majority of the non-executive Directors 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 as well as the French Regulations and report on corporate governance for independence criteria.

Retirement Policy.

The Chief Executive Officer will normally retire at the age of 65. Non-executive Directors may be appointed to the Board for a maximum of three “four-year-terms”. The Board shall prepare a retirement schedule for its Directors.

Change in Principal Occupation.

Candidates for nomination are required to agree to submit their resignation from the Board to the Nomination and Governance Committee if they change their principal occupation and such occupation would either conflict with their membership duties within the Company or render them unable to perform their duties in a way required by the laws and present rules. The Committee will inform the Board as to whether or not it recommends the acceptance of the resignation.

Directors’ Time Commitment and Availability

Directors are expected to regularly attend Board meetings and meetings of the Committees on which they serve, and to undertake any additional tasks assigned to them by the Board, as recommended by the Nomination and Governance Committee. Any extraordinary circumstance that would cause a member to attend fewer than seventy-five percent (75%) of all Board meetings should be discussed with the Chairman and the Chair of the Nomination and Governance Committee as far in advance as possible. Directors are expected to review all materials distributed to them in advance of the meetings and to spend the time necessary to prepare for meetings. Directors must be reachable by the Chairman



and the Company Secretary on short notice and be available for special meetings of the Board when necessary.

5. Board Committees

Purpose. The purpose of Board Committees is to help the Board effectively and efficiently fulfill its responsibilities. The Committees do not displace the oversight responsibilities of the Board as a whole. Committees will report the results of their significant activities to the full Board or make recommendations to the full Board as appropriate.

Standing Committees. The Board has established four standing Committees of the Board.

1. *Audit Committee* has the responsibilities set forth in its charter with respect to overseeing and reporting to the Board on the quality and integrity of the Company's financial statements, the Company's compliance with legal, regulatory and taxation requirements, the Company's financing and IT policies, the Company's overall risk management profile, the independent auditor's qualifications and independence and the performance of the Company's internal audit function and independent auditors.
2. *Compensation Committee* has the responsibilities set forth in its charter with respect to overseeing overall Company compensation policies and their specific application to senior executives and to members of the Board; and preparing an annual report on non-executive directors and Chief Executive Officer compensation for inclusion in the Company's annual report.
3. *Nomination and Governance Committee* has the responsibilities set forth in its charter with respect to overseeing the nomination of new Directors and the annual evaluation of the Board and supervises the Company's compliance with corporate governance
4. *Strategy and M&A Committee* has the responsibilities set forth in its charter with respect to overseeing and reviewing the major features of the Company's merger, acquisition and divestiture activities, the Company's strategic plans and their implementation.

Committee Membership. Each Committee will be comprised of non-executive directors only with a minimum of three. Except for the Strategy and M&A Committee, a majority of the members of each Committee shall be independent.

Assignment and Rotation of Committee Members. The Nomination and Governance Committee will, after consultation with the Chairman, make membership recommendations for all Committees to the full Board for action to become effective at the first Board meeting following the annual general meeting of shareholders.

Committee Agendas. The Chair of each Committee will in cooperation with the Committee Secretary and after consultation with appropriate members of Company management, determine the agenda for each meeting. The Chairman and other Committee members may also suggest the inclusion of items on the agenda.



Self-Assessment. Each of the Committees will conduct on a yearly basis a self-assessment of the functioning of the committee

6. Board Compensation

Compensation Committee Responsibility. The Compensation Committee will annually review the compensation of Directors and will make recommendations to the full Board.

Compensation Philosophy. In making its recommendations to the full Board concerning the compensation of Directors, the Compensation Committee should consider the following goals:

1. Directors should be fairly compensated for the work involved in overseeing the management of a company the size and scope of the Company.
2. Directors' compensation should be competitive with director compensation at other European companies of the size and scope of the Company.

7. Board access to information

The Board and its Committees have full and free access to management and employees of the Company. For purposes of preparing the agenda for Board and Committee meetings, the Chairman and Committee Chairs regularly solicit suggestions from the Directors for presentations by senior management or others at Board and Committee meetings. Any additional meetings or contacts that a Director wishes to initiate may be arranged through the Chairman, the Company Secretary, or any Committee Chair.

The Board may, at the Company's expense, hire such independent advisors, including attorneys, accountants, and other consultants, as it deems necessary or appropriate to carry out its duties.

8. Board Introduction Program

The Nomination and Governance Committee will monitor the introduction program for new Directors. This will include the opportunity to meet with the senior management of the Company in order to become familiar with the Company's activities and practices.

9. Board Self-Evaluation

As described more fully in the charter of the Nomination and Governance Committee, the Board and each of the Committees will perform an annual self-evaluation. At least once a year, the Board will meet outside the presence of the Chief Executive Officer to review the performance of the non-executive Directors as a group as well as each of the non-executive Directors. The Board may require the assistance of an independent corporate governance expert.

10. Ethics and Conflicts of Interest

The Board expects Directors to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Ethics. The Board will not



permit any waiver of any ethics policy for any director. If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the Chairman and the other Directors. The Board shall decide whether there is a conflict of interest. If a significant conflict exists and cannot be resolved, the Director should step down temporarily or resign.

11. Relationship with the General Meeting of Shareholders

The Board shall provide the General Meeting of Shareholders with all requested information, unless this would be contrary to an overriding interest of the Company. If the Board invokes an overriding interest, it must give reasons.

12. Compliance with this Charter

In its resolution adopted in March 2005, the Board unanimously declared that it will comply with and be bound by the obligations arising from this Charter to the extent that it applies to it and its members.

13. Corporate Governance and Corporate Social Responsibility

Unless this Charter or the Company's Articles of Association provide otherwise or the Board resolves otherwise (provided that this resolution is not inconsistent with the Company's Articles of Association), the Board as a whole as well as each individual member of the Board shall comply with the principles and the best practice provisions of the Dutch Corporate Governance Code. The Board supervises the Company's Corporate Social Responsibility structure.

14. Amendment of this Charter

Recognizing that best practices for the Board and practical considerations will change over time, the Board will monitor developments in these areas and will amend this Charter as it deems appropriate.