



**GEMALTO N.V.**  
**PROFILE OF THE NON-EXECUTIVE BOARD MEMBERS**

(Amended on October 2, 2009)

Taking into account the nature of Gemalto N.V.'s (the "**Company**") business and its activities, the profile of the Company's Non-Executive Board members is as follows.

1. The number of Non-Executive Board members shall always be larger than the number of Executive Board members, and shall be such that the Non-Executive Board members are able to fulfill their duties effectively and responsibly, in a manner which allows each Non-Executive Board member to contribute according to his or her own specific abilities, and to act critically and independently of one another and of the Board and any particular interests.
2. The Board shall seek that the majority of the Non-Executive Board members shall be 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.
3. The Board shall further seek that at least one of the Non-Executive Board members shall be a financial expert, having relevant knowledge and experience in financial administration and accounting for listed or other large entities.

Non-Executive Board members are selected and recommended according to the following selection criteria:

- a) integrity and honesty detected through the identified reputation;
- b) the ability to exercise sound, mature and independent business judgment in the best interests of the Company's stakeholders as a whole;
- c) recognized expertise in business or professional activity;
- d) a background and experience which will complement the talents of the other Board members such as but not limited to international experience;
- e) willingness and capability to take the time to actively participate in Board and Committee meetings and related activities;
- f) ability to work professionally and effectively with other Board members and the Company's management; and
- g) absence of material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues,



4. With respect to diversity among Non-Executive Board members, the objective pursued, is to have a variation of age, gender, expertise, social background and nationality. In as much as possible a balance shall be strived for to achieve the abovementioned variation.
5. The combined experience and expertise of the Non-Executive Board members should be such that it enables the Non-Executive Board members to best carry out the variety of their responsibilities.

This profile shall always be taken into consideration when nominating Non-Executive Board members of appointment or re-appointment.

This profile shall be evaluated periodically and, if required by circumstances concerning the Company and its affiliated enterprise(s), be adjusted.

This profile may be amendment by a resolution of the Board.