



Gemalto N.V. (the "Company")

Compensation Committee Charter

(Revised on November 29, 2006)

Remuneration Philosophy

The goals of the Company's remuneration policy are to attract, retain and reward talented staff and management, by offering compensation that is competitive in the industry, motivates to achieve the Company's business objectives and aligns the interests of senior management with the long-term interests of the shareholders.

To meet these goals the remuneration package of senior management can be a combination of cash payment (base salary, variable bonus, variable incentives), perks and deferred benefits (equity based plan, pension plan).

These cash, perks and deferred elements are the components of the total remuneration concept.

The Committee's Purpose

The Compensation Committee (the "Committee") advises the Board in relation to its 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.

Constitution and Membership

1. The Board shall appoint the Committee members who shall be non-executive Directors of the Company.
2. The Committee shall consist 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 the 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. The Personnel director of the Company will be Secretary of the Committee, unless the Committee decides otherwise.



Duties, Authority and Responsibilities

The Committee shall:

1. Oversee the general remuneration policy of Gemalto and on a regular basis review the remuneration policy, including the defined Peer Group.
2. Prepare a proposal for the Board concerning the remuneration policy for the CEO to be adopted by the General Meeting of Shareholders.
3. Prepare annually a proposal concerning the remuneration of the Chief Executive Officer, which proposal will in any event include:
 - the remuneration structure and
 - the amount of the fixed and variable remuneration, the shares and/or options, pension rights, severance pay and other forms of compensation to be awarded, as well as the performance criteria and the application thereof.

The Committee can base its recommendations regarding Chief Executive Officer's remuneration on

- the Chief Executive Officer's performance in light of the objectives of the Chief Executive Officer,
 - the Company's financial and business progress, and relative stockholder returns,
 - review of compensation practices in businesses similar to those of the Company.
4. Review the objectives and evaluate the performance of the Chief Executive Officer.
 5. Review and propose to the Board the compensation of the non-executive Directors.
 6. Review, approve and report periodically to the Board regarding the compensation and benefits of the first line management.
 7. Prepare the annual report section on "non-executive Directors and the CEO compensation".
 8. Prepare the Board's remuneration report on the remuneration policy for the CEO and the members of the senior management. The compensation report comprises statements on the manner in which the remuneration policy for the CEO and the members of senior management was implemented in the last year and an outline of the remuneration policy for the CEO and the members of the senior management that will be implemented in the next financial year.
 9. Review and propose to the Board equity compensation plans such as the Global Equity Incentive Plan (GEIP) and the Global Employee Share Purchase Plan (GESPP). This may include any amendments of the plans and the creation of



sub-plans for specific countries and any new plan or sub plans deemed necessary as prepared and presented by the Management.

10. Review annually and propose to the Board the grant to employees of the Company and its group companies of any equity (shares or option rights), based on the incentive instruments derived from the GEIP.
11. Review and propose to the Board the launch of regular or exceptional share capital increases reserved for subscription by employees of the Company and its group companies.
12. Prepare and publish a report on its deliberations and findings on an annual basis and furthermore as often as the Board or the Compensation Committee may deem appropriate.

Meetings and Decisions

1. The Committee shall meet at least three times a year, or more often as circumstances require, and report regularly to the Board.
2. The Committee may invite to its meetings any director, senior manager of the Company or such other person, as it deems appropriate to assist it in performing its responsibilities.

Support and Evaluation

1. The Committee has the authority to retain at the Company's expense independent remuneration or other consultants to assist it in fulfilling its duties and responsibilities.
2. The Committee shall annually proceed with auto-evaluation of its functioning and provide to the Board a report with respect thereto.