



Gemalto N.V. (the "Company")

Nomination and Governance Committee Charter

(Amended on October 2, 2009)

The Committee's Purpose

The Nomination and Governance Committee (the "Committee") advises the Board in relation to its responsibilities regarding identifying and nominating candidate Directors under the criteria approved by the Board and supervises the Company's compliance with corporate governance, 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. 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. Prepare the selection criteria and appointment procedures for members of the Board by:
 - leading the search for individuals qualified to become members of the Board. In obtaining the names of possible new nominees, the Committee may make its own inquiries and may solicit suggestions from other Directors, management, and other sources.
 - evaluating the suitability of potential nominees for membership on the Board by taking into consideration the Board's current composition, (expertise,



gender and geographical diversity), the balance between inside and independent Directors and by considering the general qualifications of the potential nominees such as:

- i. Integrity and honesty;
- ii. The ability to exercise sound, mature and independent business judgment in the best interests of all stakeholders as a whole;
- iii. Recognized expertise in business and / or professional activity;
- iv. A background and experience complementing the those of the other Board members;
- v. Willingness and capability to actively participate in Board and Committee meetings and related preparatory activities;
- vi. Ability to work professionally and effectively with other Board members and the Company's management;
- vii. Absence of material relationships with competitors or other third parties that could result in a conflict of interest;

and generally see to it that all appropriate inquiries are made into the backgrounds of such candidates.

2. Evaluate periodically and at least annually the size and composition of the Board and advise the Board in relation thereto.
3. Evaluate periodically and at least annually the functioning of the Board and its members and report the results thereof to the Board.
4. Oversee the rotation schedule of the Board members.
5. Consider the resignation of a Director who has changed his or her principal occupation and inform the Board as to whether or not the Committee recommends that such Director resign.
6. Recommend to the Board the number and names of proposed nominees for election as Director at the Annual Meeting of Shareholders.
7. Review the direct or indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.
8. Oversee the management development program for the Chief Executive Officer and senior management.
9. Advise the Board in relation to the selection and appointment criteria for senior management.
10. Oversee and advise the Chief Executive Officer regarding the appointment and resignation of the first line management of the group, directly reporting to the Chief Executive Officer.



11. Supervising the Company's compliance with corporate governance and applicable rules and regulations.
12. Supervise the Company's Corporate Social Responsibility structure and related activities.
13. Prepare and publish a report on its deliberations and findings on an annual basis and furthermore as often as the Board or the Committee may deem appropriate.
14. Review annually the adequacy of this Charter and recommend any changes that it deems appropriate to the Board.

Meetings and Decisions

1. The Committee shall meet at least three times a year or more often if circumstances require and will 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 search or other consultants to assist it in identifying potential Director nominees.
2. The Committee shall annually proceed with auto-evaluation of its functioning and provide the Board with a report in this respect.