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. In order to safeguard that its members are able to act critically and independently of one another and any particular interests involved, the Board is composed so that:
   a. any one of the criteria referred to in Clause 3(a) to (e) inclusive are applicable to at most one Non-Executive Board member;
   b. for each shareholder, or group of affiliated shareholders who directly or indirectly hold more than ten percent of the shares in the Company, there is at most one Non-Executive Board member who can be considered to be affiliated with or representing them as stipulated in Clause 3(f) and (g); and
   c. the total number of Non-Executive Board members to whom the criteria referred to in Clause 3 are applicable shall account for less than half of the total number of Non-Executive Board members.

3. A Non-Executive Board member is not independent if the following criteria of dependence apply to him or her. These criteria are that the Non-Executive Board member concerned, his or her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:
   a. has been an employee or Executive Board member of the Company or an affiliated company in the five years prior to their appointment as Non-Executive Board member;
   b. receives personal financial compensation from the Company, or an affiliated company, other than the compensation received for the work performed as a Non-Executive Board member and in so far as this is not keeping with the ordinary business operations;
   c. has had an important business relationship with the Company or an affiliated company in the year prior to the appointment;
   d. is a member of the management board of a company in which a member of the Board is a supervisory board member;
   e. has temporarily managed the Company during the previous twelve months due to absence of Executive Board members, or because Executive Board members were unable to perform their duties;
f. has a shareholding in the Company of at least ten percent, taking into account the shareholding of natural persons or legal entities cooperating with him or her on the basis of an express or tacit, verbal or written agreement; or

g. is a member of the management board or supervisory board, or a representative in some other way, of a legal entity which holds at least ten per cent of the shares in the Company's capital, unless such entity is a member of the same group as the Company.

4. 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;

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.

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.

In addition, the Board considers the following with respect to diversity.

6. With respect to diversity among Non-Executive Board members, the objective pursued, is to have a variation of age, gender, expertise, education and nationality. In as much as possible a balance shall be strived for to achieve the abovementioned variation.

7. The Boards has defined a list of skills / experiences, which is an important consideration in the make-up of the Board.

This overview is reviewed regularly by the N&G Committee to ensure the listed skills are consistent with overall business developments.

8. The Board aims to comply with the relevant requirements by law as regards gender diversity for the Board.

This Diversity Policy and Profile of the Non-Executive Board members shall always be taken into consideration when nominating Board members for appointment or re-appointment. The policy as referred to in item 6 above applies to the composition of the senior management team. In case of vacancies on the Board, and where conducive, a professional recruitment agency may be engaged to aid in the search.

This Diversity Policy and Profile of the Non-Executive Board members shall be evaluated periodically and, if required, be amended by a resolution of the Board.