

**CHARTER
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF L-1 IDENTITY SOLUTIONS, INC.**

Approved by the Nominating Governance Committee on December 18, 2006

Approved by the Board of Directors on January 24, 2007

PURPOSE, AUTHORITIES, RESPONSIBILITIES

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of L-1 Identity Solutions, Inc. (the “Company”) and shall:

1. have the full and exclusive power and authority otherwise conferred upon the Board of Directors to (a) identify and evaluate candidates and nominate persons to stand for election at each annual meeting of stockholders; (b) fill any vacancy created by the removal, resignation or retirement from the Board or the death of any member of the Board (each member, a “Director”); and (c) upon any increase in the number of Directors, appoint any number of such additional Directors authorized in accordance with the requirements of the Company’s Restated Certificate of Incorporation, as amended. The Committee may consider candidates for the Board derived from any source deemed appropriate, including nominees proposed by the Chairman of the Board and other members of the Board. The Board shall also consider candidates nominated by shareholders provided that the procedures set forth in the Company’s by-laws are followed;
2. develop and recommend to the Board the corporate governance guidelines (“Corporate Governance Guidelines”) applicable to the Company, periodically reassess the adequacy of the Corporate Governance Guidelines, recommend any proposed changes to the Board for approval, and perform the duties and functions designated for the Committee as set forth in the Corporate Governance Guidelines;
3. coordinate and lead the Board in an annual assessment of the Board’s performance and effectiveness;
4. recommend for Board approval Director nominees to serve on each committee of the Board, as well as Director nominees to serve as chair and/or vice chair of each such committee;
5. recommend for Board approval a Director nominee to serve as chairman of the Board; provided however that Robert V. LaPenta shall serve as chairman of the Board in accordance with the terms set forth in his

employment agreement dated as of August 29, 2006, as amended from time to time;

6. oversee the performance assessment and evaluation of Company management for the purpose of ensuring that such assessment and evaluation occurs and that the process is reasonable and appropriate; and
7. annually assesses and report to the Board on the performance and effectiveness of the Committee.

Notwithstanding the foregoing, pursuant to the July 7, 2006 Amendment No. 1 to the Agreement and Plan of Reorganization, dated as of January 11, 2006 by and among the Company, VIDS Acquisition Corp. and Identix Incorporated, the members of the Board who were appointed by Identix Incorporated pursuant to that agreement have the right to appoint one additional member to the Board for the class of Directors whose terms expire in 2009.

MEMBERSHIP

The Committee will consist of at least five Directors, all of whom shall be affirmatively determined by the Board to be independent directors as that term is defined by the listing standards of the New York Stock Exchange. The members of the Committee and the chair of the Committee shall be appointed by the Board on an annual basis and may be removed by the Board in its discretion. If the chair of the Committee is not designated by the Board, the members of the Committee may appoint Committee chair by majority vote.

MEETINGS

The Committee will meet at least annually, or more frequently as circumstances dictate. The Committee will meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of shareholders. The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book. The Committee may meet by telephone or video conference and may take action by unanimous written consent. A majority of the Committee will constitute a quorum at each meeting of the Committee.

ADDITIONAL COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee will have the sole authority to retain and terminate any search firm to be used to identify Director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall preserve as privileged communications certain communications between the Committee and legal counsel and the Committee will take

appropriate steps to preserve the privileged nature of such communications.

2. The Committee will assess the need and identify possible nominees for new Directors of the Company on an ongoing basis. The Committee will identify, evaluate and assess such potential nominees using such processes, procedures, criteria and standards as the Committee determines appropriate from time to time in its discretion upon consultation with legal counsel. When nominating or appointing to the Board potential new Directors, or the continued service of incumbent Directors, the Committee will consider without limitation the factors identified on Exhibit A to this charter.
3. The Committee will from time to time assess the need for a “Lead Independent Director” and if such a Director is deemed to be necessary or appropriate by the Committee, the Committee shall recommend for Board approval an independent Director to serve the Board in such capacity.
4. Subject to the Company’s by laws, the Committee will review and approve any material transaction between the Company and any Director or executive officer of the Company (or any person or entity controlled by or controlling such Director or officer, or in which such Director or officer has a direct or indirect material financial interest). Prior to approval, the Committee shall consider whether such transaction would be in the best interests of the Company. If approved, the Committee shall review the public disclosure of such transaction prior to such disclosure.
5. The Committee will review policies and procedures governing Company officers’ expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of those areas by the independent accountant.
6. The Committee will review and reassess the adequacy of the Company’s Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee will perform the duties and functions set forth in the Corporate Governance Guidelines.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee will provide the Board with updates and/or reports from time to time or whenever requested by the Board.
9. The Committee will review and reassess the adequacy of this Charter on a periodic basis and recommend any proposed changes to the Board for approval.

10. The Committee shall ensure that the Directors are provided with the opportunity, at the Company's cost, to participate in appropriate continuing education programs relevant to their service on the Board.
11. The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its Committees.
12. The Committee shall cause to be prepared a standard template of required information and analysis to be used and completed by Company management when seeking Board approval for any merger or acquisition requiring Board approval.
13. The Committee shall review management's monitoring of the Company's compliance and ethics programs, including consideration legal and regulatory requirements, and ensure that management has appropriate compliance procedures in place.
14. The Committee will perform such other duties and responsibilities as may be assigned to the Committee by the Board from time to time.

Exhibit A

The Nominating and Corporate Governance Committee will consider, without limitation, the following factors in nominating or appointing to the Board potential new directors, or the continued service of incumbent Directors:

1. The candidate's demonstrated character and integrity.
2. The candidate's relevant expertise and experience, including leadership qualities and experience, high-level managerial experience in a relatively complex organization or experience dealing with complex problems.
3. The candidate's ability to provide advice and practical guidance based on his or her experience and expertise.
4. Whether the candidate meets the criteria for independence as established by the Securities and Exchange Commission and the listing standards of the New York Stock Exchange. The Board of Directors must be comprised of at least a majority of independent directors.
5. Whether the candidate would be considered an "audit committee financial expert" or "financially literate" according to the criteria established by the Securities and Exchange Commission and the listing standards of the New York Stock Exchange.
6. The candidate's ability to exercise sound and independent business judgment and commitment to shareholder value.
7. The candidate's ability to devote sufficient time to Board activities and towards the fulfillment of his or her responsibilities to the Company. A candidate's service on other boards of public companies must not interfere with his or her ability to effectively serve on the Board.
8. Whether the candidate assists in achieving a mix of Board members that represents a diversity of background and professional experience, including with respect to ethnic background, age and gender.

The Committee does not assign specific weights to, and a potential or incumbent Director will not necessarily satisfy all of, the foregoing criteria.