



IDENTIVE GROUP, INC. CORPORATE GOVERNANCE GUIDELINES

A. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Role of the Board and Management

The Board is responsible for oversight of the Company's management, in particular the Chief Executive Officer ("CEO"), in management's functions of planning, executing and monitoring the Company's business, policies and performance. The Board is elected by the Company's stockholders to oversee management and to assure that the long-term interests of our stockholders are being served.

2. Functions of the Board

The Board shall review reports by management on the plans, prospects and performance of the Company and address issues facing the Company during regularly scheduled and special Board meetings. In addition to its general oversight of management, the Board (both as a whole, and through its Audit, Compensation and Nominating Committees) also performs a number of specific functions, including:

- selecting, evaluating, and approving the compensation of the Company's Executive Chairman, CEO, CFO and senior executives;
- reviewing, approving and overseeing fundamental financial and business strategies and major corporate actions;
- reviewing and approving long-term strategic and business plans, overseeing execution and evaluating results of such plans;
- nominating directors, reviewing the structure and operation of the Board, and overseeing effective corporate governance;
- assessing major risks facing the Company and reviewing options for their mitigation; and
- assuring that adequate processes are in place for maintaining the integrity of the Company, including the integrity and transparency of its financial statements, compliance with laws and ethics, the integrity of relationships with customers and suppliers, and relationships with other stakeholders.

3. Code of Conduct and Communication with the Board

The Board has adopted a Code of Conduct and Ethics outlining the Company's expectations for ethical conduct that applies to each of the Company's directors, members of management and employees. In order to provide an open environment for bringing any concerns to light, the Company has 1) implemented a confidential hotline to facilitate the anonymous reporting by employees of concerns about the Company's work environment or financial transactions and reporting, and 2) published on the Company's website contact information necessary in order for stockholders or other parties to communicate concerns to our Board. In addition, members of the Board of Directors have unrestricted access to Company management.

B. BOARD MEETINGS AND AGENDA

Board meetings will be held on regular basis, either in person or telephonically as determined by the Board. Meetings shall be held at least every quarter. They shall be scheduled in advance, preferably on an annual basis for the following fiscal year. Special meetings shall be called as necessary. In addition, the non-executive members of our Board shall have the opportunity to meet at every regularly schedule Board meeting without the presence of management.

The Executive Chairman (or Board or committee chair, as appropriate) will have primary responsibility for proposing and preparing the agenda for each meeting and arranging for it to be sent sufficiently in advance of the meeting to the directors, along with appropriate written information and background materials, so that directors may review the materials prior to the meeting and meeting time may focus on discussion and analysis rather than exchange of information. Sensitive subject matter may be discussed at meetings without advance distribution of written materials. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the CEO, Executive Chairman of the Board or appropriate committee chair at any time.

In addition, it is the policy of the Board to review major business operations of the Company on a periodic basis, and to review long-term strategic plans and annual operating plans.

C. BOARD COMPOSITION

1. Size of Board

The Board is responsible for determining the number of directors on the Board based upon the nature and scope of the Company's operations and the need for diversity of Board views. The Board has currently determined this range to be between five and nine directors and will periodically review the appropriate size of the Board. The Board is currently composed of nine directors.

2. Director Qualifications and Selection Process

The Board's Nominating Committee is responsible for selecting and evaluating director candidates (including existing directors) and recommending them to the Board, who will nominate them for election by the Company's stockholders. Director nominees sit for election at the Annual Meeting of Stockholders. The Board is divided into three classes with staggered three-year terms. Subject to transition provisions, each director elected at Annual Meeting of Stockholders will serve for a three-year term ending on the date of the third annual meeting after his or her election and until his or her successor has been elected and duly qualified. The Board shall fill any vacancies that may arise between annual stockholder meetings.

Stockholders may propose nominees for consideration by the Nominating Committee by submitting the name(s) and supporting information to: Corporate Secretary, Identive Group, Inc. c/o SCM Microsystems GmbH, Oskar-Messter-Str. 13, 85737 Ismaning, Germany.

As part of its selection process, the Nominating Committee may consider recommendations of director candidates with diverse backgrounds and experience who

are expected to enhance the quality of the Board, serve stockholders' long-term interests and contribute to the Company's overall corporate goals. Directors should possess the highest personal and professional ethics, integrity and values, informed judgment, and sound business experience and be committed to representing the long-term interests of the Company's stockholders. Candidates must also have an inquisitive and objective perspective, the ability to make independent analytical inquiries, practical wisdom and mature judgment. In evaluating candidates, the Nominating Committee shall consider a candidate's work experience related to the Company's business, general professional experience, and overall expected contributions to the Board of Directors in relation to other directors already serving on the Board. The Company endeavors to have a Board representing diverse experience at policy-making levels in various areas that are relevant to the Company's global activities.

The Nominating Committee periodically assesses the appropriate size of the Board, and whether any vacancies are expected due to retirement or otherwise. In the event that vacancies are anticipated, the Nominating Committee identifies and evaluates potential candidates at special meetings of the Nominating Committee, which can take place at any point during the year. When evaluating existing directors who are nominated for re-election, the Nominating Committee also considers candidates' past Board and committee meeting attendance and participation.

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Directors are expected to prepare for, attend and participate in all scheduled Board and applicable committee meetings, absent extraordinary circumstances. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his/her service as a director.

3. Director Independence

A majority of our Board consists now, and at all times shall consist of "independent directors" pursuant to SEC and NASDAQ rules. Generally, an "independent director" is a person other than (1) an officer or employee of the Company or its subsidiaries, or (2) any individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Although the majority of directors must be independent, the Company recognizes that directors who do not meet the independence standards also make valuable contributions to the Board and to the Company and its stockholders by reason of their experience, knowledge and familiarity with the Company.

D. BOARD COMMITTEES

1. Committees

The Board has established Audit, Compensation and Nominating Committees to assist the Board in discharging its responsibilities and duties. These committees are comprised solely of non-employee directors, all of whom are independent under NASDAQ and SEC rules (except in exceptional and limited circumstances as permitted under these rules). Each of these committees has a charter that establishes its respective roles and responsibilities, and these charters are posted on the Corporate Governance page of the Investor Relations section of the Company's website. The Board and each Board Committee have the authority, at the Company's expense, to retain and terminate

independent advisors (including, without limitation, legal and financial advisors) as the Board and any such Committee deems necessary.

Each Committee is chaired by a director who determines the agenda, frequency and length of Committee meetings. All committee chairs have unlimited access to management, Company information and independent advisors, as necessary and appropriate.

2. Auditor Independence and Oversight

The Audit Committee has established policies consistent with U.S. corporate laws regarding auditor independence. Our independent accountants report directly to the Audit Committee. Currently, our independent accountants are Grant Thornton LLP.

The Audit Committee is responsible for scheduling periodic meetings to be held separately with representatives of the independent accountants, management and the internal control function of the Company. In addition, the Audit Committee will meet at any time that the independent accountants believe communication to the committee is required.