

Duties of the Lead Independent Director
OmniComm Systems, Inc.
Approved April 13, 2016

In addition to the duties of all Board members, the specific responsibilities of the Lead Independent Director are as follows:

- Act as the principal liaison between the independent directors of the Board and the Chairman of the Board and CEO;
- Has the authority to call meetings of the independent directors;
- Develop the agenda for and chair all meetings and executive sessions of the Board's independent directors, and provide timely feedback from each such meeting or session to the Chairman of the Board and the CEO;
- Serve as an ex-officio member of each committee of the Board (in addition to any position he or she may have on such committee) and attend meetings of the various committees regularly;
- Consult with the Chairman of the Board as to an appropriate schedule for Board meetings including frequency of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly and assuring there is sufficient time for discussion of all agenda items;
- In consultation with the Chairman and the CEO, establish and approve the agenda for Board meetings and the need for special meetings of the Board;
- Advise the Chairman of the Board as to the quality, quantity, appropriateness and timeliness of the information submitted by the Company's management to the Board that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
- Leads independent director evaluation of the effectiveness of the Chairman and CEO, including an annual evaluation of his or her interactions with the directors and ability to provide leadership and direction to the full Board;
- Recommend to the Board and authorize the retention of advisors and consultants who report directly to the Board on Board-wide issues;
- Interview, along with the chair of the Governance and Nominating Committee, all Board candidates, and make recommendations to the Governance and Nominating Committee;
- Serve as Chairman of the Board when the Chairman is not present;
- Meet with the CEO as frequently as appropriate, but not less than once each year, to act as a sounding board on matters of strategic significance;
- Serve as a liaison for consultation and communication with stockholders or other stakeholders, and is regularly apprised of inquiries from stockholders and is involved in correspondence responding to these inquiries; and
- Perform such other duties as the Chairman or the Board may from time to time delegate or request.