

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines, as amended and restated, were adopted by the Board of Directors (the "Board") of OmniComm Systems, Inc. (the "Company") on April 13, 2016 and amended by the Board effective June 1, 2017 and March 8, 2018.

These Corporate Governance Guidelines ("Guidelines") are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. These Guidelines should be interpreted in the context of all applicable laws, regulations and applicable listing requirements, as well as in the context of the Company's Certificate of Incorporation, as amended and By-Laws.

COMPOSITION OF THE BOARD OF DIRECTORS

The By-Laws of the Company provide that the Board shall consist of not less than three (3) Directors, with the exact number being determined from time to time by resolution of the Board. It is the Board's general expectation that the target number of Directors is five, allowing, however, for changing circumstances that may warrant a higher or lower number from time to time. It is the policy of the Board that the number of Directors at all times reflects the following objectives. The Board shall:

- ❑ Meet the standards of independence set forth under "Director Independence" below;
- ❑ Encompass a range of talent, skill, experience and character sufficient to provide sound and prudent guidance with respect to all of the Company's operations and interests;
- ❑ Reflect the diversity of the Company's stockholders, employees, customers and communities; and
- ❑ Dedicate sufficient time and resources to ensure the diligent performance of its duties.

FUNCTIONS OF THE BOARD OF DIRECTORS

The responsibility of the Board is to supervise and direct the management and affairs of the Company in the interest and for the benefit of the Company's stockholders, including their interest in optimizing financial returns and the value of the Company over the long term. To that end, the Board shall have the following duties:

1. Overseeing the conduct of the Company's business and strategic plans to evaluate whether the business is being properly managed;
2. Providing advice and counsel to the Company's principal executive officer ("PEO") and principal senior executives;
3. Reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
4. Reviewing and, where appropriate, approving major changes in, and determinations of, other major issues respecting the appropriate auditing and

accounting principles and practices to be used in the preparation of the Company's financial statements;

5. Providing oversight of internal and external audit processes and financial reporting;
6. Providing oversight of risk assessment and protection processes and processes designed to promote legal compliance;
7. Regularly evaluating the performance and approving the compensation of the PEO and, with the advice of the PEO, regularly evaluating the performance of senior executives; and
8. Performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

The Company's Directors recognize their obligation individually and collectively as the Board to pay careful attention and be properly informed. This requires regular attendance at Board meetings and preparation for Board meetings, including the advance review of circulated materials. The Directors also recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the stockholders. Directors have a personal obligation to disclose a potential conflict of interest to the chairman of the Board ("Chairman") prior to any Board decision related to the matter and, if the Chairman in consultation with legal counsel determines a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any discussion or vote related to the matter.

The PEO, working with the other executive officers of the Company and its affiliates, shall have the authority and responsibility to manage the business of the Company in a manner consistent with the standards of the Company, and in accordance with any specific plans, instructions or directions of the Board.

The PEO shall seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company, including those that would make a significant change in the financial structure of control of the Company, the acquisition or disposition of any significant businesses or entry of the Company into any major new line of business.

DIRECTOR INDEPENDENCE

It is the goal of the Board that at least one-half of the members of the Board will consist of "independent directors" as defined by the U.S. Securities and Exchange Commission (the "SEC") as well as the rules of The NASDAQ Stock Market. Generally, "independent director" means a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Company's Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director.

The Board shall undertake an annual review of the independence of all nonemployee Directors. In advance of the meeting at which this review occurs, the Board shall be provided with sufficient information regarding each nonemployee Director's business relationships with the Company or its management to enable it to evaluate the Director's independence.

EXECUTIVE SESSIONS AND LEAD INDEPENDENT DIRECTOR

The Board shall appoint from among the independent Directors of the Board a Lead Independent Director who shall act as the principal liaison between the independent directors of the Board and the Chairman and who shall have the additional responsibilities set forth in the Duties of the Lead Independent Director approved by the Board. The Lead Independent Director shall have a term of two (2) years, subject to removal by the Board at any time for any reason. Any Lead Independent Director may serve consecutive terms.

The independent directors shall have the opportunity to meet without members of management or other Directors present in executive session, at each Board or Board committee meeting, and as otherwise determined by such Directors. The agenda for the executive sessions shall be established by the Lead Independent Director and such executive sessions shall follow such procedures as determined by the independent directors. The authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

BUSINESS RELATIONSHIPS WITH DIRECTORS

Any monetary arrangement between a Director (including any member of a Director's immediate family) and the Company or any of its subsidiaries or affiliates for goods or services shall be subject to approval by the Board as a whole. Such approval shall not be required where:

1. the Director's sole interest in the arrangement is by virtue of his or her status as a director, executive officer and/or holder of a less than 10% equity interest (other than a general partnership interest) in an entity with which the Company or an affiliate or subsidiary of the Company has concluded such an arrangement; *and*
2. the arrangement involves payments to or from the entity that constitutes less than 5% of the entity's annual gross revenues; *and*
3. the Director is not personally involved in (i) the negotiation and execution of the arrangement, (ii) performance of the services or provision of the goods or (iii) the monetary arrangement.

PEO PERFORMANCE EVALUATION

The Board has delegated to the Compensation Committee, in consultation with the Lead Independent Director, the task of evaluating the PEO annually and reporting its recommendations to the Board. The Chairperson of the Compensation Committee communicates the Board's conclusions to the PEO.

At the end of each year, the PEO presents his performance objectives for the upcoming year to the Compensation Committee for their approval. The Compensation Committee will then meet privately to discuss and evaluate the PEO's performance for the current year against his performance objectives, which evaluation is based on objective criteria including performance of the business, accomplishment

of long-term strategic objectives, development of management, and other criteria as determined by the Compensation Committee, and review that evaluation with the PEO. The Compensation Committee uses this performance evaluation in the course of its deliberations when considering the PEO's compensation.

BOARD PERFORMANCE EVALUATION

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance and Nominating Committee will receive comments from all Directors and report annually to the Board with an evaluation and assessment of the Board's performance. The evaluation includes a survey of the individual views of all nonemployee Directors. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

MANAGEMENT SUCCESSION AND REVIEW

The Board views PEO selection as one of its most important responsibilities. The PEO reports annually to the Corporate Governance and Nominating Committee on planning for PEO succession either in the event of a sudden emergency or, longer range, when it is time for the PEO's retirement. When a succession of the PEO occurs, the Corporate Governance and Nominating Committee manages the process of identifying and selecting the new PEO with the full participation of each of the nonemployee Directors.

The PEO shall review periodically with the nonemployee Directors the performance of other key members of the senior management of the Company as well as potential succession arrangements for such management members. Executive officers will be determined by the Board.

BOARD MEETINGS

The Chairman and the Lead Independent Director, in consultation with other members of the Board, shall determine the timing and length of the meetings of the Board. The Board expects that four regular meetings generally scheduled to coincide with the review and approval of the Company's quarterly results of operations is desirable for the performance of the Board's responsibilities. In addition to regularly scheduled meetings, additional unscheduled Board meetings may be called upon appropriate notice at any time to address specific needs of the Company.

The Chairman and the Lead Independent Director shall establish the agenda for each meeting. At one meeting each year the Board shall be presented with the long-term strategic plan for the Company and the principal issues that the Company expects to face in the future. Sufficient time shall be allocated for this presentation to allow for questions by and full discussion with the members of the Board.

The agendas for Board meetings shall provide opportunities for the heads of each department of the Company to make presentations to the Board during the course of the year. Each Director shall be entitled to suggest the inclusion of items on the agenda, request of or a report by any member of the Company senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

BOARD COMMITTEES

Committees shall be established by the Board from time to time to facilitate and assist in the execution of the Board's responsibilities. Committees may be standing or *ad hoc*. Generally, a committee shall be constituted to address issues that, because of their complexity, technical nature, level of detail, time requirements and/or sensitivity, cannot be adequately addressed within the normal agenda for Board meetings. Each committee shall elect a chairman for such committee. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Board currently has three committees:

Compensation Committee
Audit Committee
Corporate Governance and Nominating Committee

Each committee shall have a written charter of responsibilities, duties and authorities, which shall periodically be reviewed by the Board. Each committee shall report to the full Board with respect to its activities, findings and recommendations as necessary.

Each committee shall have full power and authority, in consultation with the Chairman, to retain the services of such advisers and experts, including counsel, as it deems necessary or appropriate with respect to specific matters within its purview.

COMMITTEE MEMBERSHIP

The Board shall consider the rotation of committee membership and chairmanship at appropriate intervals. The Audit Committee, Corporate Governance and Nominating Committee and Compensation Committee shall be composed of independent Directors. The Company will comply with this guideline to extent permitted by its business circumstances. An inability to recruit independent Directors may impede the adoption of this guideline.

COMMITTEE MEETINGS

Each committee chairman, in consultation with the Chairman, shall establish agendas and set meetings at the frequency and length appropriate and necessary to carry out the committee's responsibilities.

The Lead Independent Director shall, and any Director who is not a member of a particular committee may, attend any committee meeting with the concurrence of the committee chairman.

BOARD MATERIALS

Directors shall receive information and data that are important to their understanding of the businesses of the Company, in writing, and in sufficient time to prepare for meetings, generally seven to ten days before the Board meets, although this is not a strict standard, so as to allow for unusual circumstances. This material shall be as brief as possible while still providing the desired information; it shall be analytic as well as informational; and it shall include highlights and summaries whenever appropriate.

As a general rule, Board meeting time is reserved for discussion. Presentations on specific subjects may be forwarded to the directors in advance so that directors may prepare, Board meeting time may be conserved, and discussion time may be focused. It is recognized, however, that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

Directors are also encouraged to keep themselves informed with respect to the Company's affairs between Board meetings through direct individual contacts with members of the senior management of the Company.

RISK MANAGEMENT

While the overall responsibility for risk oversight rests with the full Board, our Corporate Governance and Nominating Committee provides oversight of management's guidelines, policies, and processes for assessing, monitoring and mitigating the Company's critical enterprise risks, including the major strategic, operational, financial, and compliance risks inherent in the Company's business and core strategies, determines which risks need to be included on the Board's agenda for discussion, and assists the Board in its oversight of the Company's management of key risks that have the potential to significantly affect the Company's ability to execute its strategy and achieve its strategic business objectives and performance goals.

SELECTION OF NEW DIRECTORS

The Board shall be responsible for recommending director nominees to stockholders for election. The Board has delegated the screening process for director nominees to the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, at least annually, the appropriate skills, characteristics and experience represented on the Board in light of the Company's strategic direction, opportunities and risks, as well as the perceived needs of the Board at that point in time and having regard for the most recently conducted Board performance evaluation. As part of the Board's program for succession planning and director recruitment, the Corporate Governance and Nominating Committee will maintain and evaluate, at least annually, the current Board composition based on directors' experience, qualifications, competencies, judgment, diversity, age, and skills in order to allow the Board to focus on identifying and attracting new members that would most benefit the Board at a particular point in time. The Corporate Governance and Nominating Committee maintains a list of potential Board candidates for future consideration based on obtaining input from various sources and conducting evaluations of such candidates.

The Corporate Governance and Nominating Committee also considers recommendations for Board candidates submitted by stockholders using the same criteria it applies to recommendations from the

Corporate Governance and Nominating Committee, directors, members of management and other sources. Stockholders may submit recommendations by writing to the Corporate Governance and Nominating Committee, c/o Corporate Secretary, 2101 West Commercial Blvd. Suite 3500, Ft. Lauderdale, FL 33309, facsimile: (954) 473-1256. Invitations to serve as a nominee are extended by the Board itself via the Chairman and the chairman of the Corporate Governance and Nominating Committee.

The Board places a high priority on the vitality and diversity of its Board and in the discharge of its responsibilities. In addition, the Board shall seek new members who can devote their time and energies to provide fresh ideas and viewpoints, as well as to strengthen the expertise and balance of the Board. The Board recognizes that it is important that each Director have the time to devote to the oversight to the Company's business. Therefore, in choosing new Directors the Board shall seek candidates who do not serve on so many other boards as to interfere with their ability to dedicate the requisite time to service on this Board. The Board believes that Directors who are full-time employees of other companies should not serve on more than three outside public company boards at a time, and that Directors who are retired from active employment should not serve on more than six such boards. The Board may, however, make exceptions to this standard as it deems appropriate in the interest of the Company's stockholders.

DIRECTOR COMPENSATION

The Compensation Committee recommends to the Board for approval general principles for determining the form and amount of Director compensation and subject to such principles, evaluates from time to time the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board has delegated to the Corporate Governance and Nominating Committee the task of designing, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Corporate Governance and Nominating Committee also explores, makes available, designs and provides continuing education opportunities for Directors, from time to time.

DIRECT ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISERS

Directors have complete access to senior management and to the Board's advisors. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board welcomes regular attendance of senior managers at Board meetings. Should the Chairman, PEO or Lead Independent Director wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas.

The Board of Directors may seek legal or other expert advice, including legal counsel, from a source independent of management. Generally, this would be with the knowledge of the Chairman and PEO.

COMMUNICATIONS WITH THE BOARD

Stockholders are invited to communicate to the Board or its committees by writing to: OmniComm Systems, Inc., c/o Corporate Secretary, 2101 West Commercial Blvd. Suite 3500, Ft. Lauderdale, FL 33309, facsimile: (954) 473-1256.

COMMUNICATIONS WITH THE PUBLIC

If public comments from the Board are appropriate, they should come from the Chairman of the Board who speaks for the Board.

RECOVERY OF PERFORMANCE-BASED COMPENSATION

In the event there is a material restatement of the Company's financial results filed with the SEC due to fraud or intentional misconduct, the Compensation Committee of the Board will review the performance-based compensation and incentives received by executive officers who are found to be personally responsible for the fraud or intentional misconduct that caused the need for the restatement. To the extent permitted by applicable law, the Compensation Committee will seek, through the exercise of their business judgment, the recovery of any such compensation and incentives as the Compensation Committee determines are in excess of the performance-based compensation and incentives that would have been received by such officers based on the restated financial results.

IMPLEMENTATION AND REVIEW OF THE GUIDELINES

The Corporate Governance and Nominating Committee reviews these Guidelines annually and recommends amendment to the Board as necessary.

If the Board ascertains at any time that any of the Guidelines set forth herein are not in full force and effect, the Board shall take such action as it deems necessary to assure full compliance as promptly as practicable.

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