

SANUWAVE HEALTH, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Statement of Policy

This Charter specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SANUWAVE Health, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) develop and recommend to the Board criteria for selecting qualified director candidates, (ii) identify individuals qualified to become Board members, (iii) select, or recommend to the Board, director nominees for each election of directors, (iv) consider committee member qualifications, appointment and removal, (v) recommend corporate governance principles applicable to the Company, and (vi) assist in the evaluation of the Board and each committee.

Organization and Membership Requirements

The Committee shall be comprised of two or more directors, each of whom shall satisfy the independence requirements established by market rules or applicable regulations.

Notwithstanding the paragraph above, if the Committee is comprised of at least three members, one director who is not independent as defined in Section 803A, and is not a current officer or employee or an immediate family member of such person, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement (or in its next annual report on SEC Form 10-K or equivalent if the issuer does not file an annual proxy statement) subsequent to such determination, the nature of the relationship and the reasons for that determination. A director appointed to the Committee pursuant to this exception may not serve for in excess of two years.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier death, resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

A majority of the members shall constitute a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to

determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

The Committee shall report to the Board on the major items covered at each Committee meeting.

Committee Authority and Responsibility

To fulfill its responsibilities and duties hereunder, the Committee shall:

Nominating Functions:

1. Determine criteria for selecting new directors, including desired board skills and attributes, and, in consultation with the Chief Executive Officer, identify and actively seek individuals qualified to become directors.
2. Evaluate and recommend to the Board director nominees for each election of directors. However, if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
3. Evaluate and recommend to the Board director nominees to fill any vacancies on the Board.
4. Formulate and recommend to the Board procedures to be followed by shareholders of the Company who wish to recommend nominees for director, and consider any recommendations made by shareholders that comply with any such procedures, the Bylaws of the Company and other applicable legal requirements.
5. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

Corporate Governance Functions:

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of the corporate governance principles applicable to the Company. Such principles may include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director

orientation and continuing education, and annual performance evaluation of the Board and committees.

2. Review, as the Committee deems to be appropriate, the Company's compliance with the market corporate governance listing requirements, including independence requirements applicable to directors, and report to the Board regarding the same.
3. Develop criteria for the evaluation of Board and committee performance and assist the Board in the conduct of such evaluations.
4. Review the composition of the Board and the performance of individual directors. The Committee shall consider, in this evaluation, factors that will ensure an effective Board. This may include, but not be limited to peer review, attendance, participation, and personal interest.
5. Evaluate the Committee's own performance.
6. Review and approve orientation materials for new directors and corporate governance-related continuing education for all Board members.
7. Review and reassess, as appropriate, the adequacy of this Charter, the criteria for selecting new directors, and any policy regarding consideration of nominees for director who are recommended by shareholders of the Company, and recommend any proposed changes to the Board for approval.
8. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
9. Make regular reports to the Board regarding the foregoing.

Director Selection Guidelines

Director Qualifications and Board Composition Selection Criteria

The Committee shall periodically review the appropriate skills and characteristics required of director candidates in the context of the current make-up of the Board. When considering director candidates, the Committee shall consider the following qualifications, among others, of each director candidate in relation to overall Board composition:

1. Independence;
2. Diversity (including age, skills, background, gender, race and experience);
3. Personal integrity and judgment;
4. Prominence in their profession;
5. Concern for the interest of the Company's shareholders;
6. The number of other public companies for which the person serves as a director and the availability of the person's time and commitment to the Company;
7. Business experience; and

8. Personal skills and expertise in technology, finance, marketing, business, financial reporting and other areas that are expected to contribute to an effective Board.

Shareholder Nominations

The Committee shall consider director candidates recommended by shareholders for nomination for election to the Board. The Committee shall apply the same standards in considering director candidates recommended by shareholders as it applies to other candidates.

Any shareholder entitled to vote for the election of directors may recommend a person or persons for consideration by the Committee for nomination for election to the Board. The Company must receive written notice of such shareholder's recommended nominee(s) no later than January 31st of the year in which the shareholder wishes such recommendation to be considered by the Committee in connection with the next meeting of shareholders at which the election of directors will be held.

To submit a recommendation, a shareholder must give timely notice thereof in writing to the Secretary of the Company. A shareholder's notice to the Secretary shall set forth: (i) the name and record address of the shareholder making such recommendation and any other shareholders known by such shareholder to be supporting such recommendation; (ii) the class and number of shares of the Company which are beneficially owned by the shareholder and by any other shareholders known by such shareholder to be supporting such recommendation; (iii) the name, age and five year employment history of such recommended nominee; (iv) the reasons why the shareholder believes the recommended nominee meets the qualifications to serve as director of the Company; and (v) any material or financial interest of the shareholder and, if known, the recommended nominee, in the Company.