

**SANUWAVE HEALTH, INC.
CORPORATE GOVERNANCE GUIDELINES**

Purpose

The Board of Directors (the “Board”) of Sanuwave Health, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all stockholders;
- becoming and remaining well-informed about the Company’s business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

A director is expected to regularly attend meetings of the Board and all committees on which the director sits, with the understanding that, on occasion, a director may be unable to attend a meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Director Independence

Except as otherwise permitted by the applicable Nasdaq Stock Market (“Nasdaq”) rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) as required under Nasdaq rules.

Executive Sessions

The Independent Directors will meet in executive session without non-Independent Directors or management present at most regularly scheduled Board meetings or more often as determined appropriate by the Independent Directors.

Board Leadership

The Board may, from time to time, appoint a Chairman of the Board, who may or may not be an Independent Director and who may or may not be the Chief Executive Officer. At any time when the Board is not led by an Independent Director serving as Chairman of the Board, the Independent Directors shall elect an Independent Director to serve as Lead Director. The Lead Director's responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairman of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer and any non-Independent Chairman of the Board.

Director Qualifications and Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will take into account such factors as it determines relevant, including the following:

- Personal and professional integrity;
- Ethics and values;
- Experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- Experience in the industries in which the Company competes;
- Experience as a board member or executive officer of another publicly held company;
- Diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills);
- Conflicts of interest; and
- Practical and mature business judgment.

The Nominating and Corporate Governance Committee and the Board evaluate each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee will consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

Service on Other Boards

Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of a director's service on the Board. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

Events Triggering Tender of Resignation

When a director (i) materially changes his or her position with his or her employer or otherwise changes his or her principal occupation or (ii) becomes aware of circumstances involving the director that may adversely reflect on the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Access to Senior Management

The Board will have complete access to management of the Company in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or occur pursuant to notice given to the Chief Executive Officer, to the extent appropriate.

The Board encourages the Board and Board committee leadership and the Chief Executive Officer to invite Company management to participate in Board and/or committee meetings from time to time as appropriate to (i) provide insight into items being discussed by the Board, (ii) make presentations to the Board and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board or committee meetings is at the discretion of the Board or committee, as applicable.

Access to Independent Advisors

The Board shall have authority to obtain advice and assistance from internal or external legal, accounting, consulting or other advisors. The Company must provide for appropriate funding, as determined by the Board, for payment of reasonable compensation to any advisor retained by the Board.

Annual Self-Evaluation

The Board will conduct an annual evaluation of its performance in accordance with any process implemented by the Nominating and Corporate Governance Committee.

Succession Planning

The Board, with input from the Nominating and Corporate Governance Committee, will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) review with the Chief Executive Officer the development and succession plans for other members of senior management.