

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
OMNICOMM SYSTEMS, INC.**

I. PURPOSE OF THE COMMITTEE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of OmniComm Systems, Inc. (the “Company”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with all applicable rules and regulations.

II. COMMITTEE MEMBERSHIP

The Committee shall consist, preferably, of no fewer than two members. The members of the Committee shall be external board members and shall meet the independence requirements established by the Securities and Exchange Commission and Rule 4200(a) (15) of the National Association of Securities Dealers (NASD) listing standards.

The members of the Committee shall be appointed by the Board on the recommendation of the Governance Committee. Committee members may be replaced by a majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet at least two times annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which shall be maintained with the books and records of the Company.

IV. COMMITTEE RESPONSIBILITIES

A. Executive and Board Compensation

The Committee shall have the following goals and responsibilities with respect to the Company’s executive compensation plans:

- a. To review at least annually the goals and objectives of the Company’s executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- b. To review at least annually the Company’s executive compensation plans in light of the Company’s goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of new, or the amendment of existing, executive compensation plans.
- c. To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company’s executive compensation plans, and set his or her compensation

level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years.

- d. To oversee the evaluation of the management of the Company, including the other executive officers of the company.
- e. To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board.
- f. To review and approve any severance or termination arrangements to be made with any senior executive officer of the Company.
- g. To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
- h. To review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.
- i. To issue an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.

B. Incentive-Compensation and Equity-Based Plans

The Committee shall have the following responsibilities with respect to the Company's incentive-compensation and equity-based plans:

- a. To review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- b. To review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans in light of goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
- c. To perform such duties and responsibilities as may be assigned to the Committee under the terms of any incentive-compensation and equity-based plan.

C. Other Compensation and Employee Benefit Plans

- a. To review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, and recommend that the Board amend these goals and objectives if the Committee deems appropriate.
- b. To review at least annually the Company's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
- c. To perform such duties and responsibilities as may be assigned to the Committee under the terms of its general compensation plans and other employee benefit plans.

V. EVALUATION OF THE COMMITTEE

The Committee shall deliver to the Board a report setting forth results of an evaluation of its performance under this Charter, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATION AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate a compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.