

## COGENTIX MEDICAL, INC.

### CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of Cogentix Medical, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines 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 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 are subject to modification from time to time by the Board or the Governance and Nominating Committee of the Board.

#### **I. Director Qualification Standards**

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make. Directors must be committed to upholding the highest standards of personal and professional integrity and to representing the interests of all stockholders, not particular stockholder constituencies.

The Governance and Nominating Committee is responsible for determining the appropriate skills and characteristics required of Board members in the context of its current make-up, and will consider factors such as independence, experience, strength of character, mature judgment and technical skills in its assessment of the needs of the Board. The Board as a whole should reflect a range of skills, knowledge and experience in areas of importance to the Company.

A majority of the directors shall meet the “independence” requirements of Section 10A of the Securities Exchange Act of 1934, The Nasdaq Stock Market (“Nasdaq”) and any other applicable regulatory authorities. The Governance and Nominating Committee shall be responsible for annually considering the relationships that each director has with the Company for purposes of evaluating “independence.”

The Governance and Nominating Committee places no specific restrictions on the number of terms directors may serve.

#### **II. Director Responsibility**

The overarching responsibility of the directors is to provide oversight of the management of the business and affairs of the Company by exercising their business judgment in good faith and acting in what they reasonably believe to be in the best long-term interests of the Company and its stockholders. Directors have a responsibility, with the assistance of management, to maintain a current understanding of the industry and to be familiar with the Company’s business, including its products,

its operations, the product and geographic markets in which it does business, its regulatory environment, its strengths and weaknesses, and other pertinent factors relevant to the success of the Company's business.

Directors are expected to review Board and Board committee meeting materials in advance and to regularly attend Board meetings and meetings of the committees on which they serve, with the understanding that on occasion a director may be unable to attend a meeting. Board members also are expected to make every reasonable effort to attend the Company's Annual Meeting of Stockholders. Directors should make themselves available to senior executives of the Company for informal advice and assistance on business and other issues.

Directors must possess sufficient time and energy to carry out their duties effectively and are expected to make a significant time commitment to the Company. Each director should evaluate their ability to do this in light of membership on other boards and other commitments. Each director who is an executive officer of the Company shall limit their service on other boards of directors to a number and type that do not interfere with their ability to fully meet their obligations as an executive officer of the Company. The Board expects individual directors to use their judgment in accepting directorships of non-public corporations or charitable organizations and to allow sufficient time and attention to Company matters.

Directors shall be entitled to rely on the honesty and integrity of their fellow directors and the Company's senior executives and outside advisors and independent accountants. The directors also shall be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to fullest extent permitted by law and the Company's certificate of incorporation and by-laws.

The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

Directors shall participate in periodic Board and committee self-assessment activities designed to evaluate and improve Board functioning.

### **III. Board Size**

Consistent with the Company's Bylaws, the Board believes that the size of the Board should be within a range of five to nine. The Governance and Nominating Committee will periodically review the size of the Board, and recommend a size that is most effective in relation to future operations.

### **IV. Board Committees**

At all times, the Board will have an Audit Committee, a Compensation Committee and a Governance and Nominating Committee which must operate in accordance with applicable law, their respective charters and the applicable rules of the Securities and Exchange Commission ("SEC") and Nasdaq. Each committee shall be composed

solely of directors who meet the standards of independence established by Nasdaq for service on the respective committee. All members of the Audit Committee shall meet the specific independence requirements for audit committee members under Nasdaq and SEC rules. The key responsibilities of these committees are set forth in their respective charters. The Board may, from time to time, establish or maintain such additional committees that it determines to be appropriate.

Committee assignments and the designation of Committee Chairs should be based on directors' knowledge, interests and areas of expertise. The Board does not favor mandatory rotation of Committee assignments or Chairs. The Board believes experience and continuity are more important than rotation. Board members and Chairs should be rotated only if rotation is likely to increase Committee performance.

#### **V. Board Leadership**

The office of the Chair of the Board and Chief Executive Officer may or may not be held by one person. The Board believes that it is best not to have a fixed policy on this issue and that it should be free to make this determination based on what it believes is best in the circumstances. However, the Board does strongly endorse the concept of independent directors being in a position of leadership for the rest of the independent directors. If at any time the Chair of the Board and the Chief Executive Officer are the same person, the independent directors of the Board shall select an independent director to serve as lead director. If a lead director is selected, the responsibilities and duties of the lead director are set forth on Exhibit A to these Guidelines

#### **VI. Board Meetings**

The Board shall meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

Presentation materials relevant to each Board meeting should be, to the extent practicable, made available to the Board sufficiently in advance of the meeting to permit prior review by the directors.

#### **VII. Executive Sessions of Independent Directors**

The independent directors of the Company shall meet periodically at regularly scheduled executive sessions without management or other interested directors. The lead director shall preside at such meetings.

#### **VIII. Director Access to Management, Employees and Independent Auditors**

Directors shall have access to management and employees of the Company and the independent auditors for purposes reasonably related to the director's duties and responsibilities. Directors should also, however, be sensitive to appropriate management chains of command and should avoid interference in the daily operations of the Company. The Board and its committees are authorized to hire and obtain

advice and assistance of independent legal, financial or other advisors as they deem appropriate at the Company's expense.

#### **IX. Director Compensation**

The Compensation Committee will review and make recommendations to the Board with respect to the compensation of directors. In general, compensation will consist of a combination of equity to align the interests of non-employee directors with the long-term interests of the stockholders and cash to compensate the directors for their service. Directors who are executive officers or employees of the Company shall not receive additional compensation for their service as a director. To the extent financially feasible, directors should maintain a purchased equity interest in the Company's stock.

#### **X. Director Orientation and Director Continuing Education.**

All new directors shall be provided an orientation program, including presentations by senior management on the Company. Directors may attend from time to time continuing education programs tailored to directors of publicly held companies.

#### **XI. Board Interactions with Corporate Constituencies**

The Board believes that management speaks for and on behalf of the Company. Individual Board members, from time to time, may meet or otherwise communicate with various constituencies of the Company (*e.g.*, investors, analysts, suppliers, customers, other entities or individuals with which the Company conducts business), but this would be done only at the request of Chief Executive Officer or Chair of the Board.

#### **XII. Conflict of Interest and Director Independence**

Directors will promptly disclose to the Board any existing or proposed situation or relationship that could reasonably be considered as a conflict of interest with service as a director, or having the appearance of such or which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested. Both the existence or proposed situation or relationship and the nature thereof (*e.g.*, financial, family relationship, professional, charitable or business affiliation) should be disclosed.

#### **XIII. Stock Ownership by Directors and Executive Officers**

In order to align the interests of stockholders and management, directors and executive officers are encouraged to have a financial stake in the Company.

**XIV. Loans to Directors and Executive Officers**

Loans from the Company to directors and executive officers are prohibited.

**XV. Ethical Conduct and Confidentiality**

Directors should become and remained informed on the obligations and role of directors in a public company and on issues and developments related to public company governance. Directors are expected to act ethically and adhere to the Company's Code of Ethics and Business Conduct and the Company's Insider Trading Policy. Directors should be sensitive to the confidentiality of Company information and should avoid inappropriate disclosure of confidential Company information.

**XVI. Communication with Directors**

Stockholders may communicate with the Board or any one particular director by sending correspondence, addressed to the Company's Corporate Secretary, Cogentix Medical, Inc., 5420 Feltl Road, Minnetonka, MN 55343 with an instruction to forward the communication to the Board or one or more particular directors. The Company's Corporate Secretary will promptly forward all such stockholder communications to the Board or the one or more particular directors, with the exception of any advertisements, solicitations for periodical or other subscriptions and other similar communications.

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Adopted by the Board of Directors of  
Cogentix Medical, Inc.  
May 6, 2015

Responsibilities and Duties of Lead Director

The responsibilities and duties of the Lead Director shall consist of the following:

- Preside at meetings of the Board in the absence of the Chair of the Board, including the executive sessions of the non-management members of the Board, and provide feedback to the Chair and other senior executives of the Company, as appropriate, from such executive sessions of the non-management directors;
- Serve as a liaison between the non-management directors and the Chair of the Board on Board issues, to facilitate timely communication between management and the Board, without impeding or replacing direct communication between the Chair of the Board and other directors;
- With input from the other non-management directors, collaborate with Chair of Board on meeting agendas and Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Be available for consultation and/or direct communication with a major shareholder(s) as arranged by the Company;
- Recommend to the Chair of the Board the retention of outside advisors and consultants to the Board regarding board-wide issues;
- As requested by the Chair of the Nominating Committee, participate in interviews for nominees to the Board;
- Call meetings of the non-management directors of the Company and set the agendas for such meetings;
- Perform such other duties as the Board may from time to time delegate to the Lead Director.