

Sensus Healthcare, Inc.

Corporate Governance Guidelines

PURPOSE

These Corporate Governance Guidelines are established by the Board of Directors of Sensus Healthcare, Inc. to provide a structure within which the Company's directors and management can effectively pursue the Company's objectives for the benefit of its stockholders. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines should be interpreted in the context of all applicable laws and regulations, the Company's organizational documents, other governing legal documents and the Company's policies.

Board Structure and Composition

1. **Board Size.** It is the policy of the Company that the number of directors not exceed a number that can function efficiently as a body. The Board's Nominating and Corporate Governance Committee periodically considers and makes recommendations to the Board concerning the appropriate size and needs of the Board. The Nominating and Corporate Governance Committee considers candidates to fill new positions created by increases in the size of the Board and vacancies that occur by resignation, by retirement or for any other reason.
2. **Board Leadership.** The independent directors will annually elect a Chairman of the Board, who may or may not be the Chief Executive Officer of the Company, based on the recommendation of the Nominating and Corporate Governance Committee. If the individual elected as Chairman of the Board is the CEO, the independent directors may also elect a lead independent director ("Lead Independent Director"). The Chairman of the Board shall preside at all meetings of the stockholders and of the Board as well as over executive sessions of the independent directors; provided, however, that if the independent directors have elected a Lead Independent Director, the Lead Independent Director shall preside over executive sessions of the independent directors. The Chairman of the Board and the Lead Independent Director, if any, shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board. In addition, the Chairman of the Board and the Lead Independent Director, if any, shall facilitate information flow and communication among the directors. The Board shall consider the rotation of the Lead Independent Director, if any, at such intervals as the Board determines on the recommendation of the Nominating and Corporate Governance Committee.
3. **Director Independence.** It is the policy of the Company that the Board consist of a majority of independent directors. The Nominating and Corporate Governance Committee shall establish criteria to be considered in determining the independence of directors and nominees for election as directors, which reflect, among other things, the independence standards of the exchange on which the Company's shares are listed and traded, and requirements under other applicable laws and regulations.

4. Director Criteria. Director candidates shall be selected for, among other things, their integrity, independence, diversity of experience, leadership and their ability to exercise sound judgment. Scientific expertise and experience at policy-making levels involving issues affecting business, healthcare, technology, as well as areas relevant to the Company's business, are among the most significant criteria. Final selection of a candidate is determined by the full Board on the recommendation of the Nominating and Corporate Governance Committee.
5. Director Service on Other Public Boards. Directors may not serve on more than four other boards of public companies in addition to the Company's Board, provided, however, that the CEO may not serve on more than one other board of a public company in addition to the Company's Board.
6. Change in Director Occupation. Any director who experiences a material change in his or her job responsibilities or in the principal occupation he or she held when he or she joined the Board must deliver advance, written notice of such change in status to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will then evaluate whether the director will continue to satisfy the director criteria in light of his or her new occupational status and will recommend to the Board the action, if any, to be taken with respect to such director, which may include, without limitation, requiring the director to resign or not accept other directorship(s).
7. Stock Ownership Guidelines. Upon the recommendation of the Compensation Committee, the Board may adopt guidelines specifying the extent to which non-employee directors should own shares of the Company's stock, the period of time following a director's election to the Board each shall have to achieve the requisite ownership, and such other matters as deemed appropriate.

Principal Duties of the Board

8. Overseeing Management and Evaluating Strategy. The fundamental responsibility of Board is to exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee management's performance so that the Company operates in an effective and efficient in order to produce value for the Company's stockholders. The Board also evaluates the Company's overall strategy and monitors the Company's performance against its operating plan and against the performance of its peers.

Additionally, the Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant Board committees. The Board is responsible for oversight of strategic, financial and execution risks and exposures associated with the Company's business strategy, product innovation and sales road map, policy matters, significant litigation and regulatory exposures, and other current matters that may present material risk to the Company's financial performance, operations, infrastructure, plans, prospects or reputation, acquisitions and divestitures.

Directors are expected to invest the time and effort necessary to understand the

Company's business and financial strategies and challenges. The basic duties of the directors include attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation.

9. Evaluating Management Performance and Compensation. At least annually, the Board's Compensation Committee will evaluate the performance of the CEO and other executive officers. It will review and approve the compensation plans, policies and arrangements for the CEO and other executive officers. It will also evaluate the compensation plans, policies and programs for officers and employees to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance.
10. Monitoring and Managing Potential Conflicts of Interest. All members of the Board must inform the Board's Audit Committee of all types of transactions between them (directly or indirectly) and the Company as soon as reasonably practicable, even if these transactions are in the ordinary course of business. The Audit Committee will review and approve all related party transactions for which Audit Committee approval is required by applicable law or the rules of the securities exchange on which the Company's shares are listed and traded.
11. Monitoring the Effectiveness of Board Governance Practices. The Nominating and Corporate Governance Committee of the Board will annually review and evaluate the effectiveness of the governance practices under which the Board operates and recommend changes to these practices as needed.

Board Procedures

12. Duties of a Director. Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings in order to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees.
13. Frequency of Board Meetings; Agenda. Regular meetings of the Board shall be held at such times and places as determined by the Board. The CEO, with approval from the Chairman of the Board or the Lead Independent Director, if any, shall set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Any member of the Board may request that an item be included on the agenda.
14. Board Materials. Board materials related to agenda items shall be provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.
15. Management Attendance at Board Meetings. At the invitation of the Board, members of senior management recommended by the CEO shall attend Board meetings or portions thereof for the purpose of participating in discussions. Generally,

presentations of matters to be considered by the Board shall be made by the individual(s) responsible for that area of the Company's operations.

16. Director Access to Corporate and Independent Advisors. To assist in their duties to the Company and its stockholders, the Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and will have the power to hire, at the expense of the Company, legal, financial and other advisers as they may deem necessary or appropriate, without consulting with, or obtaining approval from, management of the Company in advance.
17. Executive Sessions. Executive sessions or meetings of non-employee directors without management present are held regularly to review the report of the independent registered public accounting firm, the criteria upon which the performance of the CEO and other executive officers is based, the performance of the CEO and other executive officers against such criteria, the compensation of the CEO and other executive officers, and any other relevant matters. Meetings will be held from time to time with the CEO for a general discussion of relevant subjects.

Board Committees

18. Committees. It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to, or required or appropriate for, the operation of the Company. Currently these committees are the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The responsibilities of each committee are determined by the Board from time to time.
19. Committee Membership. The members and chairs of these committees are recommended to the Board by the Nominating and Corporate Governance Committee, and must meet the independence and other requirements of the Securities and Exchange Commission and the exchange on which the Company's shares are listed and traded, and requirements under other applicable laws and regulations. The Board shall consider the rotation of committee assignments at such intervals as the Board determines on the recommendation of the Nominating and Corporate Governance Committee. Consideration of rotation shall seek to balance the benefits derived from continuity and experience, on the one hand, and the benefits derived from gaining fresh perspectives and enhancing directors' understanding of different aspects of the Company's business and enabling functions.

Director Orientation and Continuing Education

20. Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee will oversee and monitor the development by management of a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

Board Performance

21. Annual Board and Committee Self-Evaluation. The Board (under the supervision of the Nominating and Corporate Governance Committee) and each committee will conduct a self-evaluation of its performance at least annually.

Board Compensation

22. Director Compensation. The Compensation Committee shall periodically review the compensation of non-employee directors.

Communications with Stockholders

23. General Policy. The CEO is responsible for establishing effective communications with the Company's stakeholder groups (i.e., stockholders, customers, Company associates, communities, suppliers, creditors, governments and corporate partners). It is the policy of the Company that management speaks for the Company. This policy, however, does not preclude non-employee directors, including the Chairman of the Board (if the Chairman is a non-employee director) or the Lead Independent Director, from meeting with stockholders.
24. Annual Meeting Attendance. All Board members are expected to attend the Company's Annual Meeting of Stockholders unless an emergency prevents them from doing so.

Periodic Review of these Guidelines

25. Periodic Review. These Guidelines shall be reviewed periodically by the Nominating and Corporate Governance Committee and the Board will make appropriate changes based on recommendations from such committee.

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