

OPKO HEALTH, INC.
LEAD DIRECTOR CHARTER

(Revised June 25, 2020)

PURPOSE

When the Chairman of the Board is not an independent director, the Board of Directors deems it useful and appropriate to annually elect with a majority vote a Lead Director from among the independent directors who shall coordinate the activities of the independent directors and perform such other duties as the Board of Directors may direct. The Lead Director shall aid and assist the Board of Directors in effectively managing the affairs of the Board and Company.

RESPONSIBILITIES AND DUTIES:

The specific responsibilities of the Lead Director when acting in such capacity shall be as follows:

1. Preside at all meetings of the independent directors and any Board meeting when the Chairman and Chief Executive Officer (“CEO”) is not present, including executive sessions of the independent directors;
2. Convene independent sessions without Company management present at regularly scheduled meetings of the Board, except that the Lead Independent Director may invite a representative from the Company’s legal department.
3. Provide feedback from executive sessions of the independent directors to the Chairman and CEO and other senior management;
4. Serve as principal liaison between the independent directors and the Chairman and between the independent directors and senior management;
5. Provide input on Board meeting agendas, Board materials, and meeting schedules in collaboration with the Chairman and management and approve the agenda and schedule for all regular meetings of the Board;
6. Advise the Board of Directors and its committees on the retention of advisers and consultants who report directly to the Board of Directors (as needed);
7. Call meetings of the independent directors, as appropriate;
8. Respond directly to stockholder and other stakeholder questions and comments that are directed to the Lead Director or to the independent directors as a group, when appropriate; and
9. Perform such other duties as the Board may delegate from time to time.

ADVISORS

The General Counsel will provide support to the Lead Director in fulfilling the Lead Director's role, including with regard to such advice and counsel as may be requested by the Lead Director or independent directors, the engagement of outside advisers and consultants who report directly to the Board of Directors, and otherwise as requested. The Lead Director may consult with such outside counsel and other advisers as he or she deems appropriate in fulfilling the Lead Director role.

CHARTER REVIEW

The Lead Director, in consultation with the Board of Directors, shall review the adequacy of this Charter from time to time, and recommend any modifications or changes hereto for approval by the Board of Directors.