

ENUMERAL BIOMEDICAL HOLDINGS, INC.
(the “Company”)

Lead Independent Director Charter

1. Purpose.

In circumstances where the Chairman of the Board of Directors (the “Chairman”) is employed by the Company, the Board of Directors of the Company (the “Board”) considers it to be useful and appropriate to designate a Lead Independent Director (the “Lead Director”) to coordinate the activities of the other independent and non-management directors and to perform such other duties and responsibilities as the Board may determine.

2. Responsibilities and Duties.

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

- A. Consult with the Chairman as to an appropriate schedule of Board meetings, seeking to ensure that the independent and non-management directors can perform their duties reasonably while not interfering with ongoing Company operations;
- B. Consult with the Chairman regarding, and approve, the information, agenda and schedules of the meetings of the Board and committees of the Board;
- C. Advise the Chairman on the quality and quantity of the information submitted by the Company's management that is necessary or appropriate for the independent and non-management directors to effectively and responsibly perform their duties;
- D. Recommend to the Board and the committees of the Board the retention of advisers and consultants who report directly to the Board;
- E. Call meetings of the independent and non-management directors, as appropriate;
- F. Serve as chairman of the sessions of the independent and non-management directors;
- G. Serve as principal liaison between the independent and non-management directors and the Chairman, the Company's Chief Executive Officer (the “CEO”) and senior management of the Company;
- H. Ensure that independent and non-management directors have adequate opportunities to meet and discuss issues in sessions without Company management present;
- I. Communicate to the Chairman and the CEO, as appropriate, the results of discussions among independent and non-management directors;
- J. Chair the meetings of the Board when neither the Chairman nor the CEO is present;

- K. Respond to stockholders' questions and comments that are directed to the Lead Director or to the independent and non-management directors as a group, in consultation with the Chairman, the other directors, and the Company's outside advisors, in each case as the Lead Director may deem appropriate. The Lead Director will be regularly apprised of and receive copies of all material inquiries from any of the Company's stockholders; and
- L. Perform such other duties as the Board may from time to time delegate.

3. Independence of Lead Director. The Lead Director shall meet the independence requirements as defined in the applicable rules and the listing standards of the Nasdaq Stock Market, or such other national securities exchange on which the Company's securities are then listed.

4. Absence of Lead Director. If the Lead Director is not present at any meeting of the Board, a majority of the independent and non-management directors present may select an independent director to act as Lead Director for the purpose and duration of such meeting.

5. Advisors. The General Counsel and Corporate Secretary will provide support to the Lead Director in fulfilling the Lead Director's role, including with regard to advice and counsel as may be requested by the Lead Director or the independent and non-management Board members, the engagement of outside advisers and consultants who report directly to the Board, and as otherwise requested.

6. Charter Review. On an annual basis, the Lead Director, in consultation with independent and non-management directors, shall review the adequacy of this Charter, and recommend to the Board any modifications or changes hereto for approval by the Board.

Adopted: February 27, 2015