

**Charter for the Role of Lead Independent Director at
Evolving Systems, Inc.**

Adopted May 20, 2010

Qualifications. The Lead Independent Director (LID) shall be a member of the Board of Directors of the Company who meets the requirements for an independent director established by NASDAQ and any other criteria evincing objectivity and independence established by the Board.

Independent Directors. The LID shall call, establish the agenda for, and chair regular and special meetings of the independent directors, and report on those meetings to the full Board as appropriate. In general, the LID shall coordinate activities which require consideration and/or action by the independent directors, as distinct from the full Board.

Board Meetings. The LID shall advise the Chairman on Board agenda and chair full Board meetings either at the request of the Chairman or in the absence of the Chairman. The LID will work with the Chairman to promote the adequacy and timeliness of information communicated by the Company to Directors.

Board Committees. The LID may serve on, and may chair, any regular or special committee of the Board. The LID may consult with the Chairman on the charter and membership of standing and special Board committees.

Shareholder Communication. The LID shall participate in communications with shareholders upon request of the Chairman or a major shareholder.

Chairman Review. If the roles of Chairman and CEO are separated, the LID shall lead and coordinate reviews of the performance of the Chairman and shall discuss review results with the Chairman. If the roles of Chairman and CEO are combined, the LID will work with the Compensation Committee to evaluate the Chairman/CEO's performance and will participate with the Chairman of the Compensation Committee to present the review to the Chairman/CEO.

Consultants and Advisors. The LID shall recommend appointment and retention of consultants and advisors who report to the full Board – as distinct from those who are retained by committees of the Board – to the Chairman.

Governance. The LID shall serve as a member of the Nominating and Governance Committee, and may be selected to chair that committee.

Other Duties. The LID may undertake other duties at the request of the Board and/or the Chairman.

Charter Review. The Nominating and Governance Committee shall review this Charter regularly, but no less often than once every other year.

