

## STRATA SKIN SCIENCES, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### A. Purposes and Responsibilities

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Strata Skin Sciences, Inc. (the “Company”) are as follows:

1. Director Nominations. The Committee shall recommend to the Board the persons to be nominated for election as directors at the annual meeting of stockholders, the persons to be appointed to fill vacancies on the Board and the directors to be appointed to the Company’s Board committees.
2. Corporate Governance Policies. The Committee shall develop, recommend to the Board and assess corporate governance policies for the Company.
3. Board Evaluation. The Committee shall oversee the evaluation of the Board.
4. Succession Planning. The Committee shall review annually the succession plans relating to positions held by elected corporate officers, and to make recommendations to the Board with respect to the selection of individuals to occupy those positions.

#### B. Structure and Membership

1. Number. The Committee shall consist of at least three members or such number of directors as the Board shall from time to time determine.
2. Independence. Each member of the Committee shall be an “independent director” as defined by the rules of the NASDAQ Stock Market, other than a member who qualifies under an exception to the independent director definition under those rules.
3. Chairman. If the Board does not appoint a Chairman of the Committee, the Committee shall appoint a Chairman by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of Committee shall be appointed by the Board, upon recommendation of the Committee. The Board may remove members from the Committee at any time, with or without cause.

#### C. Authority and Functions

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the

Committee shall be responsible for recommending to the Board the nominees for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

- a. Criteria for Selecting Directors. While the Committee does not have specific minimum criteria for director nominees, the Committee, in identifying suitable candidates for nomination as a director, will consider the needs of the Board and the range of skills and characteristics required for effective functioning of the Board. In evaluating such skills and characteristics, the Committee may take into consideration such factors as it deems appropriate, such as a nominee's independence qualifications under applicable rules and business and professional expertise and experiences, including particular experience in areas relevant to the Company's business activities, concern for long-term interests of the stockholders, and personal integrity and judgment. The Committee believes that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities to the stockholders.
- b. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

2. Governance Policies. The Committee shall develop and periodically assess and make recommendations to the Board concerning appropriate corporate governance policies. The Committee shall have oversight over the Company's corporate governance guidelines and policies governing the full Board and shall keep abreast of developments with regards to corporate governance principles.

3. Responsibilities Under the Company's Code of Business Conduct and Ethics (the "Code"). The Committee shall perform those functions and responsibilities assigned to it under the Code, including oversight of management's compliance with the Code and recommendations to the Board regarding waivers under the Code.

4. Board Evaluation and Committee Performance Review. The Committee shall oversee an annual review of the performance of the full Board and report the results thereof to the full Board. The Committee shall remind each Board committee to review its respective charter and committee composition and make recommendations to the Board on revisions to

those charters. The Committee shall evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board.

5. Other Functions. The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet at least once each calendar year and as often as it deems necessary in order to perform its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall maintain minutes of its meetings and records relating to those meetings.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board.

4. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Committee Access and Information. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

6. Independent Advisors and Funding. The Committee shall have the authority to engage such independent advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.