

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF BARRIER THERAPEUTICS, INC.**

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Barrier Therapeutics, Inc. (the “Company”) is appointed by, and generally acts on behalf of, the Board. The Committee’s purposes shall be:

- A. To establish and periodically review the Company’s compensation philosophy and the adequacy of compensation plans and programs for executive officers and other Company employees;
- B. To establish compensation arrangements and incentive goals for executive officers and to administer compensation plans;
- C. To review the performance of the executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance;
- D. To review and monitor management development and succession plans and activities; and
- E. To prepare the report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with Securities and Exchange Commission (the “SEC”) rules and regulations.

This Charter governs the operations of the Committee.

II. Membership

- A. Number and Independence. The Committee shall be composed of at least three directors, each of whom must be independent; provided, however that prior to the first anniversary of the Company’s initial public offering of securities, only a majority of the Committee must be independent. A director shall qualify as independent if the Board has affirmatively determined, consistent with the independence criteria set forth in the Company’s Corporate Governance Guidelines, that the director is independent. In addition, for purposes of meeting the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor Code section, the Committee, or a sub-committee (which shall consist of at least two directors) approving the performance goals to which certain of the executive compensation is tied in making such performance-based awards, shall consist solely of

“outside” directors, as defined in Treasury Regulation 1.162-27(e)(3) promulgated under the Code. Moreover, for the purpose of facilitating the availability of the exemptive provisions of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Committee, or a sub-committee (which shall consist of at least two directors) approving grants and awards of Company securities (which shall be deemed to include, for purposes of this sentence, “phantom” securities), shall consist solely of “non-employee directors,” as defined in Rule 16b-3(b)(3)(i) under the Exchange Act.

- B. Selection and Removal. The members of the Committee shall be nominated by the independent directors of the Board or by its Nominating and Corporate Governance Committee and appointed by the Board for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The Board shall designate, one member of the Committee to serve as Chairperson.

III. Meetings, Procedures and Funding

- A. Meetings. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than three times per year. A majority of the members of the Committee shall constitute a quorum.
- B. Special Meetings. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. Delegation. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.
- D. Additional Attendees. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- E. Rules of Procedure. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and the Charter.
- F. Minutes. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

- G. Reporting. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.
- H. Company Resources. The Committee shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities
- I. Advisors. The Committee shall have sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate any compensation and other consultants, legal counsel or other advisors that the Committee determines to employ to assist it in the performance of its duties.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Compensation Philosophy, Plans, and Programs.
 - 1. Periodically review, consider, and approve the philosophy for compensation of the Company's executive officers and other employees.
 - 2. Establish compensation plans and programs for executive officers and other employees, including incentive and equity-based plans and programs, any appropriate employment contracts, special retirement benefits, and severance or change in control arrangements, and recommend for Board approval the annual compensation plan for executive officers.
 - 3. Annually review the adequacy of such plans and programs for the executive officers and other employees, ensuring appropriate levels of incentive to management, and aligning management's goals with the interests of stockholders, and report the results of, and recommendations resulting from, such review to the Board.
 - 4. Administer the Company's incentive and equity-based plans and programs.
 - 5. Monitor the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and determine the extent to which the Company should comply with its provisions and any steps that the Committee must take in order to comply with such provisions.
- B. Specific Compensation Amounts and Incentives.

1. Implement the annual compensation plan for executive officers and establish annual base salary amounts for executive officers and, based upon discussions with the CEO in advance of the commencement of the fiscal year or as soon after commencement of the fiscal year as reasonably possible, annual incentive opportunity levels and the financial and any other goals to be met to earn annual and long-term incentive awards, and recommend, where appropriate or requested by a majority of all of the independent directors, Board approval of such salary amounts and incentive levels and goals.
2. Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the CEO and determine and recommend, where appropriate or requested by a majority of all of the independent directors, Board approval of the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
3. Review with the CEO his evaluation of the performance of the other executive officers and determine with the CEO, and recommend, where appropriate or requested by a majority of all of the independent directors, Board approval of, the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts for the other executive officers based upon such performance and consistent with the achievement of the established goals.
4. Exercise all rights, authority and functions of the Plan Administrator under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors of the Board of Directors, shall approve any inducement

awards granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 4350(i)(1)(A)(iv).

C. Management Development and Succession.

1. Oversee the evaluation of the executive officers of the Company.
2. Review and monitor management development plans and activities.
3. Review annually the process for identifying executive officers of the Company.
4. Review annually with the CEO the CEO's proposed succession plan for each executive officer and the CEO's evaluation of each executive officer.
5. Review with the Board the Company's succession plan for the CEO and other executive officers, including plans for emergency succession in case of the unexpected disability of the CEO.

D. Evaluations, Reports and Other Responsibilities.

1. Annually review and assess the performance of the Committee and deliver a report to the Board setting forth the results of the evaluation.
2. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
3. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.
4. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.