

**CHARTER OF THE CORPORATE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF BARRIER THERAPEUTICS, INC.**

I. Purpose

The Corporate Governance and Nominating 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 advise the Board regarding the operations of the Board;
- B. To identify individuals qualified to serve as members of the Board, to recommend to the Board the director nominees for the next annual meeting of stockholders and to recommend to the Board individuals to fill vacancies on the Board;
- C. To recommend to the Board the responsibilities of each Board committee, the structure and operation of each Board committee, and the director nominees for assignment to each Board committee;
- D. To oversee the Board’s annual evaluation of its performance and the performance of other Board committees; and
- E. To periodically review the corporate governance guidelines applicable to the Company.

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.
- B. Selection and Removal. The members of the Committee shall be appointed by a majority of the whole Board and shall serve for one-year terms or until their successors shall be 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 two 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. 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.
- D. 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 law, regulation, or listing standard to be exercised by the Committee as a whole.
- E. Rules and Procedure. The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this 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. Advisors. The Committee shall have the authority to obtain advice and assistance from internal and external legal and other advisors, including any search firm desired by the Committee to identify director candidates.
- I. Funding. The Company shall provide appropriate funding, as determined by the Committee, for the Committee to retain, set compensation and retention terms for, and terminate any consultants, legal counsel or other advisors.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Board Size and Composition.
 - 1. Consider and recommend to the Board the appropriate size, function, and needs of the Board, so that the Board as a whole collectively possesses a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company's business.

2. Determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board, taking into account the competencies described above, and actively seek individuals qualified to become Board members.
3. Recommend to the Board one member of the Board to serve as Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and, in the absence of the Chief Executive Officer (“CEO”)(unless the Chairperson is also the CEO), at meetings of the stockholders. The director who is appointed Chairperson is appointed by at least a majority of the remaining directors and serves at the pleasure of the Board.
4. Evaluate potential directors and recommend to the Board the director nominees of the Board to be elected by the stockholders at the Company’s next annual meeting of stockholders and, where applicable, recommend to the Board individuals to fill vacancies on the Board. In selecting nominees, the Committee shall consider individuals recommended by Company stockholders. Such recommendations should be submitted to the Secretary of the Company at least 120 days before the date on which the Company first mailed its proxy materials for the prior year’s annual meeting of stockholders. In considering nominees, the Committee should address the performance and contribution of incumbent directors, as well as the qualifications of new nominees.

B. Board Committees.

1. Recommend to the Board the responsibilities of the Board committees, including each committee’s structure, operations and authority to delegate to subcommittees.
2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee. In making its evaluations and recommendations, the Committee should consider: (i) the qualifications for membership on each committee; (ii) the extent to which there should be a policy of periodic rotation of directors among the committees; (iii) any limitations on the number of consecutive years a director should serve on any one committee; and (iv) the number of boards and other committees on which the directors serve.

C. Evaluation of the Board and Board Committees.

1. Oversee the annual evaluation of the Board and the other Board Committees and deliver reports to the Board setting forth the results of such evaluations. The Committee also shall monitor director performance throughout the year (noting particularly any directors who have had a

change in their primary job responsibilities or who have assumed additional directorships since their last assessment). If any serious problems are identified, the Committee will work with the director to resolve such problems or, if necessary, recommend to the Board that it seek such director's resignation.

2. Annually review and assess the performance of the Committee and deliver a report to the Board setting forth the results of its evaluation.

D. General Corporate Governance Matters.

1. Periodically review and assess the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board for its approval.
2. Recommend other corporate governance related matters for consideration by the Board, including but not limited to: (i) the structure of Board meetings, including recommendations for the improvement in the conduct of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of Boards on which a director may serve; (v) director orientation and training; and (vi) the service of the Company's senior executives as directors of other companies.
3. Review annually the compensation of non-employee directors and the principles upon which such compensation is determined, and recommend to the Board, for its approval, the components and amounts of compensation for non-employee directors.
4. Consult with the CEO, as appropriate, and other Board members to assure that its decisions facilitate a sound relationship between and among the Board, Board committees, individual directors and management.
5. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
6. 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.