

## **BRADLEY PHARMACEUTICALS, INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **I. PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to provide assistance to the Board of Directors (the “Board”) of Bradley Pharmaceuticals, Inc., a Delaware corporation (the “Company”), by identifying qualified individuals for election to the Board and developing and recommending to the Board sound corporate governance guidelines and principles applicable to the Company.

#### **II. ORGANIZATION**

##### **A. Composition**

The Committee shall consist of three (3) or more directors, or such other number as may be designated from time to time by the Board. Committee members shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Members of the Committee may be removed, with or without cause, by a majority vote of the Board. Each Committee member must be “independent” in accordance with the applicable rules of the New York Stock Exchange, Inc.

##### **B. Chairman**

Unless a Chairman is appointed by the Board, members of the Committee shall designate a Chairman by majority vote of the Committee. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

##### **C. Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee established by the Committee.

#### **III. MEETINGS**

The Committee shall meet at least three (3) times annually, or more frequently as circumstances dictate. The Chairman of the Board, the Chairman of the Committee or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, any manager of the Company or such other persons as the Committee deems appropriate. All Committee meetings may be held telephonically.

#### IV. RESPONSIBILITIES AND DUTIES

The following are the responsibilities and duties of the Committee. These responsibilities and duties serve as a guide for the Committee with the understanding that the Committee may adopt additional functions as may be appropriate in light of changing business, legislative, regulatory and legal conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board.

The Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to engage outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts, the length of the engagement and any other terms of the engagement. The Committee shall also have the authority to retain and to terminate any search firm to be used to assist in identifying candidates to serve as director, including authority to approve the fees payable to such search firm and any other terms of retention.

The Committee shall:

##### A. Corporate Governance

1. Develop and recommend to the Board corporate governance guidelines and principles applicable to the Board, the Company and the Company's employees. The Committee shall also monitor the implementation and operation of those guidelines and principles and recommend, on an annual basis, changes to those guidelines and principles where appropriate.
2. Review the adequacy of the Company's certificate of incorporation and bylaws and, where the Committee deems appropriate, propose to the Board amendments to the certificate of incorporation and bylaws for Board and stockholder consideration.
3. Review the policies of the Board, including scheduling of meetings, meeting agendas and Board procedures and, where the Committee deems appropriate, recommend changes.

##### B. Board Selection and Evaluation

1. Develop and recommend to the Board for approval, general criteria for the selection of candidates for election to the Board. In identifying candidates, the Committee shall take into account all factors it considers appropriate, including without limitation: (i) industry knowledge; (ii) relevant career experience; (iii) accounting and financial expertise; (iv) business judgment; (v) leadership; (vi) local and community ties; and (vii) minimum individual qualifications, including strength of character, mature judgment and independence of thought.
2. Identify, evaluate and recommend to the Board candidates believed qualified to serve on the Board, giving consideration to any recommended by

stockholders. The Committee shall adopt such procedures for the submission of candidates by stockholders as it deems appropriate.

3. Under the Company's By-laws, so long as there are at least 325,000 shares of the Company's Class B common stock issued and outstanding, the holders of the Company's Class B common stock are entitled to vote as a separate class to elect a majority of the Board. In recommending candidates believed qualified to serve on the Board, the Committee shall give consideration to any recommendations made by the holders of the Class B common stock.
4. Oversee the annual evaluation of the Board and management of the Company.
5. Review and make recommendations regarding the size and composition of the Board.

C. Committee Selection and Evaluation

1. Evaluate and recommend to the Board directors to serve on the committees of the Board and to serve as the chairman of the committees of the Board. The criteria for selection of committee members shall be based upon criteria described in the committee's charter.
2. Establish and monitor the purpose, structure and operations of the committees of the Board and the qualifications and criteria of membership on the committees. The Committee shall also make recommendations to the Board regarding term limitations and director rotation on the committees of the Board, where the Committee deems appropriate.
3. Review the charter, composition and performance of each committee of the Board and, where the Committee deems appropriate, recommend changes to the Board.

D. Succession Planning

1. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and, where the Committee deems appropriate, make recommendations to the Board regarding these positions.

E. Conflicts

1. Review possible conflicts of interest of the directors and management of the Company and, where the Committee deems appropriate, make recommendations to the Board on how to prevent or eliminate conflicts of interest.

#### F. Reports

1. At least annually, report Committee activities to the Board in such manner and at such time as the Committee or the Board deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
2. Maintain minutes and other records of meetings and activities of the Committees or written consents executed in lieu of meetings.

#### V. PERFORMANCE REVIEW

The Committee shall conduct an annual evaluation of its performance and the performance of its members. The Committee shall also review and reassess, at least annually, the adequacy of this Charter and, where the Committee deems appropriate, recommend to the Board changes to this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.