

## **BARRIER THERAPEUTICS, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Barrier Therapeutics, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its shareholders. The Guidelines should be applied in a manner consistent with all applicable laws and the Company’s charter and bylaws, each as amended and in effect from time to time. The Guidelines provide a framework for the conduct of the Board’s business. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its shareholders.

#### **I. Director Responsibilities**

- a. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its shareholders. This responsibility includes:
  - i. Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
  - ii. Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
  - iii. Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives.
  - iv. Requiring, approving and implementing senior executive succession plans.
  - v. Evaluating whether corporate resources are used only for appropriate business purposes.
  - vi. Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.
  - vii. Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.
  - viii. Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
  - ix. Providing advice and assistance to the Company’s senior executives.

- x. Evaluating the overall effectiveness of the Board and its committees.
- b. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders.
- c. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
  - i. The principal operational and financial objectives, strategies and plans of the Company.
  - ii. The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
  - iii. The relative standing of the business segments within the Company and vis-à-vis competitors.
  - iv. The factors that determine the Company's success.
  - v. The material risks and problems that affect the Company's business and prospects.
- d. Establish Effective Systems – Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
  - i. Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.
  - ii. Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
  - iii. Financial statements, with appropriate segment or divisional breakdowns.
  - iv. Adoption, implementation and monitoring of effective compliance programs to assure the Company's compliance with law and corporate policies.
  - v. Material litigation and governmental and regulatory matters.
  - vi. Monitoring and, where appropriate, responding to communications from shareholders.
  - vii. Directors should also periodically review the integrity of the Company's internal control and management information systems.

- e. Board, Shareholder and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of shareholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
- f. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

## II. Director Qualification Standards

- a. Independence. Except as may otherwise be permitted by the NASDAQ rules, a majority of the members of the Board shall be independent directors. To be considered independent: (i) a director must be independent as determined under Rule 4200(a)(15) of the rules of the NASDAQ Stock Market and (ii) in the Board's judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
- b. Size of the Board. The Board currently has six members. The Board intends to increase its size to nine, but a smaller or larger Board may be appropriate at any given time, depending on circumstances and changes in the Company's business.
- c. Other Directorships. A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.
- d. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the Corporate Governance and Nominating Committee shall review each director's continuation on the Board at least once every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors who are no longer interested or effective.

- e. Lead Director. In the event that the Chairman of the Board is not an independent director, the Corporate Governance and Nominating Committee may nominate an independent director to serve as “Lead Director,” who shall be approved by a majority of the independent directors.

The Lead Director, if one is appointed, shall:

- i. Chair any meeting of the independent directors in executive session;
  - ii. Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
  - iii. Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer (if different than the Chairman of the Board); however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer (if different than the Chairman of the Board);
  - iv. Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board; and
  - v. Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer (if different than the Chairman of the Board) on matters relating to corporate governance and Board performance.
  - vi. Unless the Corporate Governance and Nominating Committee or the Board determines otherwise, an individual will serve as Lead Director for no more than 3 consecutive years.
- f. Separation of the Offices of Chairman and Chief Executive Officer. The Board does not have a policy on whether the offices of Chairman of the Board and Chief Executive Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from among the independent directors or should be an employee of the Company.
- g. Selection of New Director Candidates. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the ability to nominate directors, the Corporate Governance and Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Corporate Governance and Nominating Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in Attachment A to these Guidelines. It is expected that the Corporate Governance and Nominating Committee will have direct input from the Chairman of the

Board, the Chief Executive Officer (if different than the Chairman of the Board) and, if one is appointed, the Lead Director.

- h. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board, and the Chairman of the Corporate Governance and Nominating Committee, on behalf of such Committee. Unauthorized approaches to prospective directors can be premature, embarrassing and harmful.
- i. Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Corporate Governance and Nominating Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the Corporate Governance and Nominating Committee.

### III. Board Meetings

- a. Selection of Agenda Items. The Chairman of the Board shall establish the agenda for each Board meeting. At the beginning of the year the Chairman of the Board shall establish a schedule of subjects to be discussed during the year (to the extent practicable). Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year, the Board shall review the Company's long-term strategic plans and the principal issues that the Company expects to confront in the future.
- b. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
- c. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.
- d. Executive Sessions. In general, the agenda for every regularly scheduled Board meeting shall include a meeting of the independent directors in executive session. In any event, the independent directors shall meet in executive session at least twice a year to discuss, among other matters, the performance of the Chief

Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. The director who presides at these meetings shall be the Lead Director if there is one, and if not, shall be chosen by the independent directors, and his or her name shall be disclosed in the annual meeting proxy statement.

- e. Attendance of Non-Directors at Board Meetings. The Board welcomes regular attendance at each Board meeting of senior executives of the Company. Furthermore, the Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board. However, the Board reserves the right to exclude any or all non-directors from the Board meeting at any time.
- f. Confidentiality. The Board believes that maintaining confidentiality of information and deliberations is imperative.

#### IV. **Board Committees**

- a. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
- b. Assignment and Rotation of Committee Members. The Corporate Governance and Nominating Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee shall be an “independent director” as defined by such rules.
- c. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.
- d. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed

during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.

- e. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

V. **Director Access to Management and Independent Advisors**

- a. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.
- b. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

VI. **Director Compensation**

- a. Role of Board and Corporate Governance and Nominating Committee. The form and amount of non-employee director compensation shall be determined by the Board in accordance with the policies and principles set forth below and upon the recommendation of the Nominating and Governance Committee. The Nominating and Governance Committee shall periodically conduct a review of the compensation of the Company's directors. The Nominating and Governance Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.
- b. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term shareholder value. Including equity as part of director

compensation helps align the interest of directors with those of the Company's shareholders.

- c. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board (if the Chairman is not the CEO), the Lead Director and the chairmen and members of the committees to receive additional compensation for their services in those positions.
- d. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

#### VII. Director Orientation and Continuing Education

- a. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its independent auditors and its outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.
- b. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

#### VIII. Management Evaluation and Succession

- a. Selection of Chief Executive Officer. The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's shareholders.
- b. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee, in the case of the evaluation of the senior financial executives, and in conjunction with the Chief Executive Officer, in the case of the evaluation of the senior executives other than the Chief Executive Officer, the Compensation Committee shall determine the nature and frequency of

the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed with the Board periodically. The Board shall review the assessments to ensure that the senior executives are providing the best leadership for the Company over both the long- and short-term.

- c. Succession of Senior Executives. The Compensation Committee shall periodically review and make recommendations to Board on succession planning, which shall include policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The entire Board shall assist the Compensation Committee in finding and evaluating potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Board shall identify, and periodically review and reassess, the qualities and characteristics necessary for an effective Chief Executive Officer. With these principles in mind, the Board should periodically monitor and review the development and progression of potential internal candidates against these standards.

#### **IX. Annual Performance Evaluation of the Board**

The Corporate Governance and Nominating Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Corporate Governance and Nominating Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. To assist in its self-assessment, the Board shall, at the beginning of each year, consider establishing an agreed-upon list of Board objectives and performance goals for the year, which shall be used as benchmarks in evaluating its performance at year-end. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

#### **X. Board Interaction with Shareholders, Institutional Investors, the Press, Customers, Etc.**

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board will give appropriate attention to written communications on important substantive issues that are submitted by shareholders, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the Lead Director (if one is appointed), or otherwise the Chairman of the Corporate Governance and Nominating Committee (i) shall be primarily responsible for

monitoring communications from shareholders, as necessary or appropriate, in reviewing, analyzing and advising with regard to such communications, and (ii) shall provide copies or summaries of such communications to the other directors and the Chief Executive Officer as he or she considers appropriate.

XI. **Periodic Review of the Corporate Governance Guidelines**

The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines.

**Most Recent Update: \_\_\_\_\_, 2004**

## **BARRIER THERAPEUTICS, INC.**

### Attachment A to Corporate Governance Guidelines

#### **I. Criteria for Nomination as a Director**

- a. General Criteria.
  - i. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
  - ii. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
  - iii. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
  - iv. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include shareholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all shareholders.
  - v. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's shareholders and to fulfill the responsibilities of a director.
  - vi. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.
- b. Application of Criteria to Existing Directors. The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Corporate Governance and Nominating Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.
- c. Criteria for Composition of the Board. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

## II. Criteria For Independence

A majority of the Board should be independent. No director will be deemed independent unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has established the following standard to assist it in determining director independence:

- a. Categorical Standards. A director will not be deemed independent if: (i) the director was employed by the Company or a subsidiary of the Company within the previous three years; (ii) someone in the director's immediate family was employed by the Company or a subsidiary of the Company as an executive officer within the previous three years; (iii) the director or any of his or her immediate family members accepted payment (including political contributions and payments pursuant to personal services or consulting contracts) directly or indirectly from the Company or any subsidiary of the Company of more than \$60,000 during the current fiscal year or any of the past three fiscal years (other than (a) for service as a member of the Board or a committee of the Board, (b) payments arising solely from investments in the Company's securities, (c) compensation to a family member who is a non-executive employee of the Company or a subsidiary of the Company, (d) benefits under a tax-qualified retirement plan, or non-discretionary compensation, or (d) loans permitted by Section 13(k) of the Securities Exchange Act of 1934 (the "Exchange Act"); (iv) the director is a partner in, or an executive officer or controlling stockholder of, any for-profit or not-for-profit organization to which the Company made or from which the Company received payments in an annual aggregate amount that is more than the greater of 5% of the recipient's consolidated gross revenues or \$200,000 (other than (a) payments arising solely from investments in the Company's securities or (b) payments under non-discretionary charitable contribution matching programs); (v) the director or an immediate family member of the director is or was employed as an executive officer of another entity that concurrently has or had within the past three years as a member of its compensation (or equivalent) committee of the board of directors any of the Company's executive officers; and (vi) the director or an immediate family member of the director is a partner of the Company's independent auditors, or was a partner or employee of the Company's independent auditors and worked on the Company's audit during any of the past three years. For the purpose of these corporate governance guidelines, "family member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.
- b. Board Determinations. For relationships not prohibited by the guidelines in subsection (1) above, the determination of whether the director would be independent or not, shall be made by the Board of Directors, unless an

independence determination is otherwise precluded by a listing or regulatory requirement.