

NEXGEL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of NexGel, Inc. (the “*Company*”) and establishes the authority and responsibilities delegated to it by the Board.

1. Purpose

The purpose of the Committee is to identify and recommend to the Board individuals qualified to be nominated for election to the Board or to serve on the Board in the case of a vacancy, to develop and recommend to the board a set of corporate governance guidelines (the “*Corporate Governance Guidelines*”), to recommend to the Board the members for each Board committee, to periodically review and assess the Corporate Governance Guidelines and make recommendations for changes thereto to the Board, to review such other matters related to corporate governance of the Company, such as overseeing the evaluation of the Board and management, unless the authority to conduct such review has been delegated to another committee, and to address any other related matters required by federal securities laws.

2. Committee Membership

The Committee shall consist of at least the minimum number of members of the Board as required by applicable listing rules of the NASDAQ Stock Market (“*NASDAQ*”). No Committee member shall be an employee of the Company, and each member shall be an independent director as determined by the Board, in accordance with applicable independence requirements of NASDAQ, when and as required by NASDAQ. The members of the Committee shall be appointed by the Board and serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. Vacancies occurring on the Committee shall be filled by the Board.

3. Delegation to Subcommittee

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members or to one or more designated members of the Committee.

4. Advisors

The Committee shall have the sole authority to retain and obtain the advice of, at the Company’s expense, a director search firm and other expert advisors (“*Advisors*”) as it deems necessary to fulfill its responsibilities. The Committee shall set the compensation and oversee the work of such Advisors and shall have the sole authority to terminate such Advisors at its discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its Advisors.

5. Board and Committee Members

5.1. Nominee Qualifications

The Committee shall evaluate the qualifications of each candidate for election to the Board against the criteria for Board membership as established from time to time by the Board, taking into account the composition of the Board as a whole. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board are met. The Committee may determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting director nominees.

5.2. Consideration of Stockholder Recommendations

The Committee shall be responsible for establishing policies regarding consideration of director candidates recommended by the Company's stockholders as set forth in the Company's Corporate Governance Guidelines and the procedures to be followed by stockholders that desire to submit such a recommendation, which is described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

5.3. Identification of Board Candidates

When the circumstances require, the Committee shall identify, run background checks on and recommend to the Board new persons qualified to be nominated for election as directors.

5.4. Recommendation of Board Nominees

Prior to each annual meeting of the stockholders of the Company, the Committee shall recommend to the Board nominees for election to the Board. If a vacancy on the Board or any Board committee occurs, the Committee shall make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

5.5. Recommendation of Committee Members

The Committee shall annually review the Board's committee structure and composition and recommend to the Board the membership of each Board committee (including this Committee). The Committee shall review the qualifications of the members of each committee to ensure that the members of each committee meet any applicable criteria of the rules and regulations of the Securities and Exchange Commission and NASDAQ.

5.6. Evaluation of Board and Management

The Committee shall develop and oversee, subject to the approval and oversight of the Board, a process for an annual evaluation of the performance of the Board and management and to oversee the conduct of this annual evaluation.

5.7. Required Disclosure

The Committee will review and discuss with management any disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.

5.8. Director Orientation Program

The Committee shall, as necessary or appropriate, develop and oversee an orientation program for new directors and a continuing education program for current directors, which the Committee shall periodically review and update as necessary.

5.9. Management Succession Plan

The Committee shall, as necessary or appropriate, develop and recommend to the Board for approval a Chief Executive Officer ("**CEO**") succession plan (the "**Succession Plan**"), shall review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

5.10. Director Resignation

The Committee shall review any director resignation letter tendered to the Board and evaluate and recommend to the Board whether such resignation should be accepted.

6. Communications with Stockholders

The Committee shall be responsible for establishing a process for stockholders to send stockholder communications to Board members, including an individual director, a committee of the Board, the entire Board, the non-management directors or the independent directors.

7. Review of Other Matters

The Committee may from time to time review and make recommendations to the Board regarding other matters related to corporate governance of the Company, unless authority to conduct such review has been retained by the Board or delegated to another committee.

8. Meetings of the Committee

8.1. Chairperson

The Board shall designate one member of the Committee as the chairperson (the "**Chairperson**") to preside at each meeting. In the Chairperson's absence, the Committee members present may designate an acting chairperson.

8.2. Meetings

The Committee shall meet regularly as the Committee deems necessary. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable and actions may be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairperson. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Minutes of each meeting of the Committee shall be kept to document its proceedings.

9. Reports and Assessments

9.1. Board Reports

The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

9.2. Performance Evaluation; Charter Review

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. The Committee shall review and reassess the adequacy of this Charter annually. The Committee shall, as appropriate, make recommendations to management or the Board as a result of its performance evaluation and review of this Charter.