

**RECRO PHARMA, INC.  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

*Effective December 14, 2016*

**I. PURPOSE**

The Nominating and Corporate Governance Committee (the "Committee") shall report to and assist the Board of Directors (the "Board") of Recro Pharma, Inc. (the "Company"). The purpose of the Committee shall be to identify qualified individuals for membership on the Board; recommend to the Board the director nominees to fill vacancies on the board and to stand for election at the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance guidelines for the Board; and provide oversight of the corporate governance affairs of the Board; as well as such other matters as directed by the Board or this Charter.

**II. MEMBERSHIP**

The Committee shall be comprised of not less than three members of the Board. Members shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of the NASDAQ Capital Stock Market LLC ("NASDAQ") and all other legal requirements, as determined in the business judgment of the Board. The Board shall appoint one of the members of the Committee as Chairperson. The Chairperson shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate.

**III. MEETINGS**

The Committee shall meet at least once each year. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate.

**IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

**Recruitment and Nomination of Directors and Committee Members**

1. Develop and submit to the Board for its adoption a list of selection criteria, consistent with the Company's corporate governance guidelines or governance policies, to be used by the Committee for the selection of new directors to serve on the Board.
2. Identify, review and evaluate candidates, including candidates submitted by shareholders, for election to the Board and recommend to the Board (i) nominees to fill vacancies or new positions on the Board and (ii) the slate of nominees to stand for election by the Company's shareholders at each annual meeting of shareholders.

3. Annually review and recommend to the Board director independence determinations made with respect to continuing and prospective directors and, as needed, consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
4. Annually recommend to the Board (i) the assignment of directors to serve on each Board committee; (ii) the chairperson of each committee and (iii) the chairperson of the Board or lead independent director, as appropriate; and recommend additional committee members to fill vacancies or as otherwise needed.

### **Corporate Governance**

1. Develop, recommend, oversee the implementation of and monitor compliance with, the Company's corporate governance guidelines; periodically review and recommend any necessary or appropriate changes to the Company's corporate governance guidelines.
2. Periodically review the adequacy of the articles of incorporation and bylaws of the Company and recommend to the Board any necessary or appropriate amendments for approval and, as required, submission for consideration by the shareholders.
3. Review important issues and developments in corporate governance, and develop appropriate recommendations for the Board.

### **Other Areas of Responsibility and Authority**

1. Develop and oversee the annual self-evaluation of the Board.
2. Conduct an annual self-evaluation of its performance in fulfilling its duties and responsibilities under this charter.
3. At least annually, review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
4. Consider and implement policies with respect to oversight, assessment and management of risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.
5. Review and recommend director orientation and continuing education programs for members of the Board.

## **V. ADVISORS**

The Committee has sole authority to select, retain and terminate any consultants, independent legal counsel or other advisors, including the sole authority to approve their fees and other retention terms. The fees, expenses or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.