

COMPENSATION/NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purposes of the Compensation/Nominating and Governance Committee (“C/N&G”) of the Board of Directors (the “Board”) of STRATA Skin Sciences, Inc. (the “Company”) are: (i) to assist the Board in the discharge of its responsibilities relating to compensation of the Company’s executive officers, and oversight of executive officer benefits and bonus programs. For purposes of this Charter the term “executive officer” includes any employees of the Company who come within the scope of Section 16 of the Securities Exchange Act of 1934 (the “Act”), and also including any other employees who are direct reports to the Chief Executive Officer; and (ii) to recommend to the Board the persons to be nominated for election as directors at the annual meeting of stockholders, the persons to be appointed to fill vacancies on the Board and the directors to be appointed to the Company’s Board committees; develop, recommend to the Board and assess corporate governance policies for the Company; oversee the evaluation of the Board; and shall annually review the succession plans relating to positions held by elected corporate officers, and to make recommendations to the Board with respect to the selection of individuals to occupy those positions.

B. Structure and Membership

1. *Number.* The C/N&G Committee shall consist of at least three members of the Board.
2. *Independence.* Each member of the C/N&G Committee shall be an “independent director” as defined by the applicable NASDAQ rules and the Act. By way of clarification any director who falls within the scope of IRC Section 162(m) cannot serve on the Compensation Committee.
3. *Chair.* Unless the Board elects a Chair of the C/N&G Committee, the C/N&G Committee shall elect a Chair by majority vote.
4. *Compensation.* The compensation of C/N&G Committee members shall be as determined by the Board.
5. *Selection and Removal.* Members of the C/N&G Committee shall be appointed by the Board. The Board may remove members of the C/N&G Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The C/N&G Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

Compensation Matters

1. Executive Officer Compensation. The C/N&G Committee shall review and approve, or recommend for approval by the independent members of the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The C/N&G Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.
2. Evaluation of Senior Executives. The C/N&G Committee shall be responsible for reviewing the CEO's annual evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the C/N&G 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 periodically with the Board.
3. Plan Recommendations and Approvals. The C/N&G Committee shall annually review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. In addition, in the case of any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company, the C/N&G Committee, or a majority of the independent directors of the Board, shall approve such plans.
4. Administration of Plans. The C/N&G Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the C/N&G Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the C/N&G Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The C/N&G Committee, shall approve any inducement awards granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 5635(c)(4).

5. Director Compensation. The C/N&G Committee shall periodically review and make recommendations to the Board with respect to director compensation.
6. C/N&G Committee Report on Executive Compensation. The C/N&G Committee shall prepare for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), the report described in Item 407(e)(5) of Regulation S-K.
7. C/N&G Committee Report on Repricing of Options/SARs. If during the last fiscal year of the Company (while the Company was a reporting company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”)) any adjustment or amendment was made to the exercise price of any stock option or stock appreciation right previously awarded to a “named executive officer” (as such term is defined from time to time in Item 402(a)(3) of Regulation S-K), the C/N&G Committee shall furnish the report required by Item 402(e) of Regulation S-K.
8. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the nominees for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
 - a. Criteria for Selecting Directors. While the Committee does not have specific minimum criteria for director nominees, the Committee, in identifying suitable candidates for nomination as a director, will consider the needs of the Board and the range of skills and characteristics required for effective functioning of the Board. In evaluating such skills and characteristics, the Committee may take into consideration such factors as it deems appropriate, such as a nominee’s independence qualifications under applicable rules and business and professional expertise and experiences, including particular experience in areas relevant to the Company’s business activities, concern for long-term interests of the stockholders, and personal integrity and judgment. The Committee believes that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities to the stockholders.
 - b. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including

authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

9. *Governance Policies.* The Committee shall develop and periodically assess and make recommendations to the Board concerning appropriate corporate governance policies. The Committee shall have oversight over the Company's corporate governance guidelines and policies governing the full Board and shall keep abreast of developments with regards to corporate governance principles.
10. *Responsibilities Under the Company's Code of Business Conduct and Ethics (the "Code").* The Committee shall perform those functions and responsibilities assigned to it under the Code, including oversight of management's compliance with the Code and recommendations to the Board regarding waivers under the Code.
11. *Board Evaluation and Committee Performance Review.* The Committee shall oversee an annual review of the performance of the full Board and report the results thereof to the full Board. The Committee shall remind each Board committee to review its respective charter and committee composition and make recommendations to the Board on revisions to those charters. The Committee shall evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board.
12. *Other Functions.* The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

D. Procedures and Administration

1. *Meetings.* The C/N&G Committee shall meet as often as it deems necessary in order to perform its responsibilities. The C/N&G Committee may also act by unanimous written consent in lieu of a meeting. The C/N&G Committee shall keep such records of its meetings as it shall deem appropriate.
2. *Subcommittees.* The C/N&G Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and an "outside director," as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
3. *Reports to Board.* The C/N&G Committee shall report regularly to the Board.

4. Charter. The C/N&G Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Consulting Arrangement and Independent Advisors. The C/N&G Committee shall have the authority, without further action by the Board, to engage such compensation consultants, independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities; provided that:
 - The C/N&G Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the C/N&G Committee and the Company must provide for appropriate funding, as determined by the C/N&G Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the C/N&G Committee, the C/N&G Committee shall take into consideration the following factors:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the C/N&G Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
6. Investigations. The C/N&G Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the C/N&G Committee or any advisors engaged by the C/N&G Committee.
7. Annual Self-Evaluation. At least annually, the C/N&G Committee shall evaluate its own performance.