

## ECHO THERAPEUTICS, INC.

### Nominating and Corporate Governance Committee Charter

#### A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to: (i) identify individuals qualified to become Board members; (ii) select the persons to be nominated by the Board for election as directors at the annual meeting of stockholders; (iii) develop and recommend to the Board, and annually review, a set of effective corporate governance policies and procedures applicable to the Company; and (iv) regularly review the overall corporate governance of the Company and recommend improvements to the Board as necessary.

#### B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of the exchange upon which the Company is listed, each member of the Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

#### C. Authority and Responsibilities

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall have sole responsibility and authority for identifying the persons to be nominated by the Board for election as directors at the annual meeting of stockholders. The Committee shall also have sole responsibility and authority for identifying persons to be elected by the Board to fill any vacancies on the Board.
2. Criteria for Selecting Directors. The Board’s criteria for selecting directors are as set forth in Attachment A hereto. The Committee shall use such criteria to guide

its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.

3. 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, with consideration given to the Company's financial condition and budgetary process.
4. Corporate Governance. The Committee shall annually review and assess the adequacy of the Company's corporate governance policies and procedures and the Company's Code of Business Conduct and Ethics, and it shall recommend any proposed changes to the Board for approval. The Committee also shall consider corporate governance issues that arise from time to time and develop appropriate recommendations and policies for the Board regarding such matters.
5. Code of Business Conduct & Ethics. The Committee shall consider any requests for waivers from the Company's Code of Business Conduct and Ethics and ensure that the Company discloses such waivers as may be required by the exchange on which the Company is listed and rules and regulations of the Securities and Exchange Commission. The Committee shall review annually and report to the Board with respect to the Company's program for monitoring compliance with the Company's Code of Business Conduct.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to be perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the

Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The 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 Committee or any advisors engaged by the Committee.

*Approved by the Board of Directors of Echo Therapeutics, Inc. on January 23, 2012.*

**ECHO THERAPEUTICS, INC.**

Criteria for Nomination as a Director

**General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. 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.
3. 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.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. 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. The value of diversity on the Board should be considered.

**Application of Criteria to Existing Directors**

1. The re-nomination 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 Committee shall consider the existing directors' performance on the Board and any committee.

**Criteria for Composition of the Board**

1. 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.