



KRYSTAL BIOTECH, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Authority and Purpose

The Nominating and Corporate Governance Committee of Krystal Biotech, Inc. (together with its subsidiaries, the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to, among other things, assist the Board in selecting nominees for election to the Board and to monitor the composition of the Board. The Nominating and Corporate Governance Committee (the “Committee”) shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, and to develop and maintain the Company’s corporate governance policies and any related matters required by federal securities laws and regulations, and the Nasdaq Stock Market LLC (“Nasdaq”). All powers of the Committee are subject to the restrictions designated in the Company’s Bylaws and by applicable law.

II. Committee Membership

The Committee members (each, a “Member” and collectively, the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) members of the Board. The Committee shall be composed of members of the Company’s Board but shall not include any individuals who would not be deemed “independent” as defined in Nasdaq Listing Rule 5605(a)(2), subject to exceptions included in Nasdaq’s listing rules. Unless otherwise directed by the Board, each Member shall serve until their respective successors are duly elected and qualified. Committee members may be removed at any time by the Board.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company’s Bylaws, and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet from time to time at a place determined by the Committee chairperson. A majority of the appointed Members shall constitute a quorum for the transaction of business. The Committee shall approve matters by the affirmative vote of a majority of the Members of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure

that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings in paper or electronic form, which minutes will be maintained with the books and records of the Company.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing or via electronic transmission and the same are filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

IV. Duties and Responsibilities

The duties of the Committee shall include, without limitation, the following:

1. Consider, approve, and submit to the Board for ratification and approval, the nominees for directors of the Company in connection with the slate of directors proposed for stockholder approval at annual meetings of stockholders and vacancies occurring on the Board from time to time, including vacancies resulting from an increase in the size of the Board, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate such nomination, unless required by contract or requested by the Board.
2. Consider and determine qualifications for Board membership, which qualifications may include, among others, the highest personal and professional integrity, demonstrated exceptional ability and judgment, broad experience in business, finance or administration, ability to serve the long-term interests of the Company's stockholders, diversity, and sufficient time available to devote to Board duties.
3. Review and assess the activities and associations of each candidate for Board membership to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee shall bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.
4. Consider the value to the Company of procuring continuing service from a number of qualified incumbent directors to promote stability and continuity in the boardroom, contribute to the Board's ability to work as a collective body, and give the Company the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure.
5. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.
6. Review and assess the performance and effectiveness of the Committee periodically.

7. Develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company and the operations of the Board that may include (i) director qualifications and responsibilities including committee membership qualifications, and (ii) responsibilities and operations of key Board committees including reporting by committees to the Board and committee membership.
8. Review the corporate governance principles and guidelines periodically and recommend any changes to the Board.
9. Review and discuss with management 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 nomination process, and recommend that this disclosure be included in the Company's proxy statement for its annual meeting of stockholders.
10. Develop, recommend to the Board, and review the Company's environmental, social and governance efforts and policies, as the Committee deems appropriate.
11. Develop and recommend to the Board for approval a Code of Business Conduct and Ethics (the "Code"), monitor compliance with the Code, and review the Code periodically and recommend changes to the Board.
12. Review, at least annually and report to the Board on the following: (i) the independence of each director and director nominee under applicable Nasdaq listing rules and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"), (ii) the independence of each member of the Audit Committee of the Board under the additional independence requirements for members of audit committees under the SEC's rules and regulations as required by the Nasdaq listing standards, (iii) the financial literacy of each member of the Audit Committee of the Board in accordance with the Nasdaq listing standards (iv) whether at least one member of the Audit Committee of the Board is (a) an "audit committee financial expert" as defined under, and required by, the SEC's rules and regulations and (b) has financial expertise as required by the Nasdaq listing standards, and (v) the independence of each member of the Compensation Committee of the Board under the additional independence requirements for members of compensation committees under the SEC's rules and regulations.
13. Periodically review, from a corporate governance perspective, key compliance and governance policies, including the Company's insider trading policy, to assess whether such policies reflect current best practices and applicable legal and regulatory requirements, and report its findings and any recommended revisions to the Board. This review is a corporate governance function only and does not alter the allocation of oversight responsibility for the underlying matters, which remains with the Board or another Board committee to which it has been delegated.

V. Consideration of Director Candidates Recommended by Stockholders

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Company, provided the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with this Charter.

VI. Procedures for Submission of Director Candidates Recommended by Stockholders to the Committee

Director candidate nominations from stockholders to the Committee must be provided in writing and must include (a)(1) the candidate's name, age, business address, and residence address, (2) the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held during the past five years), personal references, and service on boards of directors or other material positions that the candidate currently holds or has held during the prior three years, (3) the class and number of shares of the Company's common stock which are beneficially owned by the candidate, (4) any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective member of the Board, and (5) any other information pertinent to the qualification of the candidate, and (b)(1) the name and record address of the stockholder making the recommendation, and (2) the class and number of shares of the Company's common stock which are beneficially owned by such stockholder and the period of time such shares have been held, including whether such shares have been held for in excess of one year prior to the date of the recommendation. These director candidate recommendation materials are to be sent to the Secretary of the Company, at the address of the Company's principal executive offices, and may be submitted at any time. Notwithstanding the foregoing, for inclusion of the director candidate nominated by a stockholder in the slate of director nominees for approval by stockholders of the Company in connection with a special meeting or annual meeting of stockholders and for inclusion of information relating to such director candidate in the Company's proxy statement relating to such a meeting, the stockholder must submit the relevant information set forth above and other information reasonably requested by the Company within the timeframe proscribed in Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, as amended ("Regulation 14A"). Such stockholder shall further comply with the Company's Bylaws, and any additional requirements under Regulation 14A and other applicable rules and regulations.

VII. Qualifications of Board Candidates

There are no specific, minimum qualifications that the Committee shall require to be met by a Committee-recommended nominee for a position on the Board, nor are there any specific qualities or skills that are necessary for one or more of the Company's directors to possess, other than as are necessary to meet specific requirements under the rules of the U.S. Securities and Exchange Commission and listing standards and rules of the Nasdaq.

The Committee shall consider a potential candidate's experience, areas of expertise, and other factors relative to the overall composition of the Board.

VIII. Process for Identification and Evaluation of Director Candidates

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a search firm, which the Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board, and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates. The Committee also will identify director nominees who have the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and, together with other director nominees and members, shall effectively serve the stockholders' long-term interests and contribute to the Company's overall corporate goals. There shall be no differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder.

IX. Disclosure of Charter

This Charter will be made available on the Company's website.

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