

# ACLARIS THERAPEUTICS, INC.

## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

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### ORGANIZATION

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of ACLARIS THERAPEUTICS, INC., a Delaware corporation (the “*Company*”), shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company, and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The NASDAQ Stock Market LLC (“*NASDAQ*”), subject to an election by the Company to rely on any available exemption or exception. The members of the Committee shall be appointed by the Board. Members shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. The Board may remove or replace any member of the Committee, with or without cause. Vacancies occurring on the Committee shall be filled by the Board. The Chair of the Committee shall be designated by the Board or, if the Board does not do so, the Committee members shall elect a Chair by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

### PURPOSE

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend prospective director candidates to the Board for nomination to serve as directors; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director nominees for each committee of the Board.

### AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee shall have the authority to obtain, at the Company’s expense, advice and assistance from internal or external legal, accounting or other advisors and consultants.

The Committee may form and delegate authority to subcommittees as appropriate.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- ***Communication.*** The Committee shall encourage regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, to strengthen the Committee's knowledge of relevant current and prospective corporate governance issues.
- ***Committee Education/Orientation.*** The Committee shall be authorized to develop with management and participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially affect the Company will enhance the effectiveness of the Committee.
- ***Resources.*** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Chair of the Committee shall have the delegated authority to act on behalf of the Committee in connection with the negotiation and execution of engagement letters for outside consultants, legal counsel or other advisors to be retained by the Committee. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- ***Reporting to the Board.*** The Committee, through the Chair, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

## **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities outlined below. The Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- ***Director Nominations.*** The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend potential director candidates to the Board for nomination to serve as directors.
- ***Stockholder Proposals.*** The Committee shall have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders, including any stockholder proposals submitted for inclusion in the Company's proxy statement. The Committee shall also establish any policies, requirements, criteria and procedures in furtherance of the foregoing, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on or statements by the Company in response to any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.
- ***Board and Committee Assessment.*** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. The results of these reviews shall be provided to the Board for further discussion as appropriate.
- ***Independence Assessment.*** The Committee shall consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by NASDAQ.
- ***Board Committee Nominations.*** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission ("***SEC***") and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees, and recommend to the entire Board annually the chairpersonship and membership of each such committee, or more frequently as needed.
- ***Board and Committee Structure and Composition.*** The Committee shall review and make recommendations to the Board, as the Committee sees fit, concerning the size, structure, composition and functioning of the Board and its committees, and shall recommend to the Board, if applicable, the class of directors in which each director should serve in accordance with any applicable provisions of the Company's Certificate of Incorporation and Bylaws. The Committee may periodically review the charter of each committee of the Board and make recommendations to the Board for the creation of additional committees or the

elimination of committees of the Board. The Committee shall also review and recommend to the Board retirement and other tenure policies and other service restrictions for directors.

- **Board Chair; Lead Independent Director.** The Committee shall periodically review the leadership structure of the Board and nominate a director to serve as Chair of the Board. If applicable, the Committee shall nominate, as necessary and appropriate, an independent director to serve as lead independent director of the Board, as described in the Company's Corporate Governance Guidelines.
- **Continuing Education.** The Committee shall consider the need and, if deemed necessary, develop, implement and maintain (or oversee efforts by management to develop, implement and maintain) (i) appropriate orientation and education programs and procedures for directors to familiarize new directors with the business of the Company, its management and professional advisors and (ii) continuing education policies designed to foster a more extensive knowledge of the business of the Company. The Committee shall also have the authority in its sole discretion to retain advisors and consultants to develop and institute such a plan or program.
- **Corporate Governance Guidelines.** The Committee shall periodically review and assess the Company's Corporate Governance Guidelines and their application, recommend any changes deemed appropriate to the Board for its consideration, and oversee and monitor compliance with the Corporate Governance Guidelines.
- **Code of Conduct.** The Committee shall periodically review and assess the Company's Code of Business Conduct and Ethics ("**Code of Conduct**") and recommend changes to the same from time to time as appropriate. The Committee shall consider any request by directors or executive officers of the Company for a waiver from the Code of Conduct. Any approved waivers shall be promptly disclosed as required by applicable law and NASDAQ requirements.
- **Management Succession.** The Committee shall periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
- **Governance Developments.** The Committee shall evaluate developments in corporate governance and shareholder engagement and review the Company's governance framework, disclosures and other actions related thereto.
- **Self-Assessment.** The Committee shall review, discuss and assess its own performance at least annually, and shall report the results of such assessment to the Board.
- **Certificate of Incorporation and Bylaws.** The Committee shall review and assess the adequacy of the Company's Certificate of Incorporation and Bylaws periodically and recommend to the Board for its consideration any necessary modifications to the Certificate of Incorporation and Bylaws.

- **Charter Review.** The Committee shall review and assess the adequacy of this Charter periodically and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or appropriate.

## **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but in no event less than annually. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving.

Minutes of each meeting, and each written consent, will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company, and shall be placed in the Company's minute book.

The Chair of the Committee shall report to the Board regarding the activities of the Committee from time to time, or whenever so requested by the Board.

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Effective May 12, 2026