

**AERIE PHARMACEUTICALS, INC.**  
**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE OF THE BOARD OF DIRECTORS**

**(Last Revised: October 24, 2013)**

**I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Aerie Pharmaceuticals, Inc. (the “Company”) for the purpose of carrying out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, evaluating the performance of the Board, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

This Nominating and Corporate Governance Committee charter (the “Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission (the “SEC”) and The Nasdaq Stock Market (“NASDAQ”).

**II. COMPOSITION AND APPOINTMENT**

The Committee will be comprised of two or more directors, as determined from time to time by the Board. Each director who serves on the Committee must satisfy the independence requirements of NASDAQ for nominating committee members, subject to the exemptions and exceptions provided by such requirements.

The Committee shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. Members of the Committee shall be appointed by the Board and serve for such term or terms as the Board may determine. The Committee shall recommend, and the Board shall designate, one member of the Committee as chairperson of the Committee (the “Chairperson”). The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall no longer be a director of the Company. The Board may remove any member from the Committee at any time with or without cause.

**III. PROCEDURE AND MEETINGS**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company’s by-laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least one time each year and at such other times as the Chairperson deems appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of

the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or telephonically. Any decision or determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Committee may establish its own rules of procedure, which shall be consistent with the Company's by-laws and this Charter. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee but the Committee shall also meet regularly without such individuals present. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

The Committee shall keep correct and complete minutes of its proceedings and will report regularly to the full Board with respect to its activities.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Committee shall have the following authority and responsibilities:

##### **A. Director Nominations and Board and Committee Composition**

1. Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
2. Identify and evaluate individuals qualified to become members of the Board, including evaluating the suitability and independence of potential director nominees proposed by directors, management or stockholders.
3. Make recommendations to the Board regarding (i) the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or, if applicable, at any special meeting of stockholders and (ii) candidates for vacancies on the Board to be filled from time to time (including any vacancy created by an increase in the size of the Board) pursuant to the by-laws of the Company.
4. Review the suitability for continued service as a director of each Board member when his or her term expires and recommend to the Board whether the director should be re-nominated.
5. Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board contains at least the minimum number of independent directors as may be

required by applicable SEC and NASDAQ rules and reflects the balance of knowledge, experience, skills, expertise, integrity, ability to make analytical inquiries, and diversity as a whole that the Committee deems appropriate.

6. Review annually the independence of non-employee directors and members of the independent committees of the Board.
7. Review periodically the size of the Board and recommend to the Board any appropriate changes.
8. Make recommendations to the Board regarding the chairperson, membership, size and composition of each standing committee of the Board, including any necessary “independence” or other qualification determinations as may be required by applicable SEC and NASDAQ rules, and make recommendations to the Board regarding individual directors to fill any committee vacancies.

**B. Corporate Governance Matters**

1. The Committee is responsible for overseeing the Company’s corporate governance policies. The Committee shall recommend to the Board a set of Corporate Governance Guidelines and a Code of Business Conduct and Ethics. The Committee shall, from time to time, as the Committee deems appropriate, but no less than once annually, review and assess the adequacy of the Company’s Corporate Governance Guidelines, Code of Business Conduct and Ethics and other documents and policies in the Company’s corporate governance framework and recommend to the Board any changes that the Committee considers appropriate.
2. Oversee compliance with, and consider any requests for waivers under, the Company’s Corporate Governance Guidelines, Code of Business Conduct and Ethics and other documents and policies in the Company’s corporate governance framework, and report on such compliance or waivers to the Board, provided that any waiver of the Code of Business Conduct and Ethics with respect to executive officers or directors may only be granted by the full Board.
3. Review any proposed changes to the Company’s certificate of incorporation, by-laws and other documents affecting the rights of the Company’s stockholders or otherwise affecting the Company’s corporate governance, and shall make recommendations to the Board with respect to any such changes.

4. The Committee shall have the authority to direct and supervise investigations into any matter brought to its attention within the scope of its duties, including allegations of misconduct by directors or by committee members.
5. The Committee shall be responsible for providing orientation to new directors, and for periodically providing directors with continuing education based on new developments in governance issues, as brought before the Committee by management of the Company from time to time.

**C. Board and Committee Evaluations**

1. Oversee the Board's annual evaluation of its own processes and performance and report such evaluation to the full Board. The evaluation shall be conducted in such manner as the Committee and the Lead Independent Director of the Board deem appropriate.
2. While each of the other committees of the Board is primarily responsible for conducting its own annual self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

**D. Other Responsibilities**

1. Oversee the Company's compliance with any applicable reporting requirements of the SEC relating to director nominations, director independence and corporate governance and review and discuss with management any related disclosure.
2. Perform any other activities consistent with this Charter, the Company's certificate of incorporation and by-laws, and applicable law, as the Committee or the Board deems necessary or appropriate.

**V. RESOURCES**

The Committee shall have direct access to, and complete and open communications with, management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have the authority, in its sole discretion, to select, retain and obtain advice from search firms, outside counsel and other advisors as the Committee may deem necessary or appropriate. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any such search firm, counsel or other advisor, and the Committee's authority to retain advisors shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. The Committee shall have sole authority to approve related compensation and retention terms associated with the retention of any such firm or individual, which compensation shall be paid by

the Company, and shall be directly responsible for the oversight of the work of any such firm or individual. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of any such compensation and all ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of management. The Committee may invite any search firm, outside counsel or other advisor to its meetings as the Committee, in its discretion, deems appropriate to assist the Committee in carrying out its duties and responsibilities.

## **VI. RELIANCE ON OTHERS**

Unless such Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) compensation consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

## **VII. ANNUAL EVALUATION OF PERFORMANCE AND CHARTER**

The Committee shall conduct an annual evaluation of its performance and shall report its conclusions regarding this evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. To the extent required by the rules of the SEC or NASDAQ, a copy of this Charter will be attached to the Company's annual proxy statement at least once every three years and/or included on the Company's website.

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