

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
BIOFORM MEDICAL, INC.**

**PURPOSE**

The principal purposes of the Nominating and Corporate Governance Committee of the Board of Directors of BioForm Medical, Inc. (the “**Company**”) shall be to:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend members for each Board committee;
- ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company follows appropriate governance standards;
- develop and recommend to the Board governance principles applicable to the Company; and
- oversee the evaluation of the Board and management.

**MEMBERSHIP REQUIREMENTS**

The Nominating and Corporate Governance Committee members will be appointed by, and serve at the discretion of, the Board and Nominating and Corporate Governance Committee members may be replaced by the Board. The Nominating and Corporate Governance Committee will consist of at least two (2) members of the Board. Members of the Nominating and Corporate Governance Committee must meet the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules.

The Board may designate one member of the Nominating and Corporate Governance Committee as its chairperson.

**AUTHORITY AND RESPONSIBILITIES**

- The Nominating and Corporate Governance Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Nominating and Corporate Governance Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes.
- The Nominating and Corporate Governance Committee shall evaluate and propose nominees for election to the Board. The Nominating and Corporate Governance Committee shall consider stockholder nominees for election to the Board. In performing these tasks the Nominating and

Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.

- The Nominating and Corporate Governance Committee shall evaluate the “independence” of directors and director nominees against the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
- The Nominating and Corporate Governance Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board’s governance principles, for cause or for other appropriate reasons.
- The Nominating and Corporate Governance Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairpersons.
- The Nominating and Corporate Governance Committee shall review and recommend compensation programs for outside directors.
- The Nominating and Corporate Governance Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- The Nominating and Corporate Governance Committee shall oversee the director performance evaluation process.
- The Nominating and Corporate Governance Committee may form subcommittees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Corporate Governance Committee deems appropriate.
- The Nominating and Corporate Governance Committee shall make regular reports to the Board.
- The Nominating and Corporate Governance Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Nominating and Corporate Governance Committee shall annually review its own performance.
- The Nominating and Corporate Governance Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- The Nominating and Corporate Governance Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee shall perform such other functions as assigned by law, the Company’s certificate of incorporation or bylaws or the Board.