

# **ULURU Inc.**

## **Nominating and Governance Committee Charter**

### ***Purpose***

The principal purpose of the Nominating and Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of ULURU Inc. (the “Company”) with respect to corporate governance matters by, among other things:

- developing and recommending appropriate corporate governance guidelines for the Company;
- assessing Board membership needs and recommending qualified director nominees for the next annual meeting of stockholders;
- recommending director nominees for each standing committee; and
- leading the annual review of the Board’s performance.

### ***Committee Membership and Procedures***

The Committee shall be comprised of two or more directors who satisfy the independence requirements under applicable law and the rules of the exchange on which the Company’s securities are listed. Upon the recommendation of the Committee, the Board shall appoint Committee members and shall designate one member of the Committee as its Chairman. Committee members may be removed at any time with or without cause by the Board.

The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall conduct its meetings in accordance with this Charter, the procedures of the Board set forth in the bylaws and such other procedures as the Committee may adopt.

### ***Duties and Responsibilities***

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this Charter, the Company’s bylaws and governing law as the Committee and the Board deem appropriate or necessary:

- *Nominees for Election as Directors.* The Committee shall have the responsibility to identify individuals qualified to become members of the Board and recommend to the Board nominees to be presented for stockholder approval at the annual meeting. Each nominee should have the qualifications set out in the Company’s Corporate Governance Guidelines. Generally, candidates are selected for their character and professional ethics, judgment, business and financial experience, expertise and acumen, and familiarity with issues affecting business, considering the diversity, age, skills, and experience of the

Board as a whole. The Committee shall also consider a director's past attendance and participation in Board and committee meetings before recommending to the Board his or her nomination for an additional term as director. In making recommendations, the Committee shall consider candidates proposed by stockholders assuming appropriate biographical and background material is provided to it. The Committee shall review and evaluate candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

- *Search Firms.* The Committee shall have the sole authority to retain and terminate any search firms to be used to identify director candidates and to approve the search firm's fees and other retention terms.
- *Selection of Committee Members and Chairs.* The Committee shall review the Board's committee structure and shall recommend annually directors to serve as members and chairs of the committees.
- *Corporate Governance Guidelines and Code of Business Conduct and Ethics.* The Committee shall annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and the Code of Business Conduct and Ethics. The Committee shall recommend any proposed changes to the Board for approval.
- *Evaluation of the Board.* The Committee shall oversee the self-evaluation process of the Board and the standing committees to determine that it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance. The Committee shall report its assessment annually to the Board.
- *Conflicts of Interests.* The Committee shall consider issues involving possible conflicts of interest of directors and executive officers and annually review all business, familial, and charitable relationships of directors to evaluate each director's independence, based on the standards set forth in the Company's Corporate Governance Guidelines. The Committee shall report its finding with respect to each director to the Board.
- *Succession of Senior Executives.* The Committee shall assist the Board in planning for succession to the position of Chief Executive Officer, as well as other senior management positions. To assist the Board, the Committee shall receive from the Chief Executive Officer an assessment of senior managers and of their potential to succeed him or her and information on persons considered potential successors to senior management positions. After reviewing the assessments and related information, the Committee shall make recommendations to the Board with respect to the Company's succession plan.
- *Other Directorships.* When the Committee receives a notification from a director who wishes to serve on the board of directors or audit committee of another public company, the Committee shall review the circumstances and make a recommendation to the Board

as to whether the director's ability to serve on the Company's Board or Audit Committee would be adversely affected by these additional responsibilities.

- *General Corporate Governance Matters.* The Committee shall generally advise the Board on governance matters and practices, and shall make recommendations on the structure and conduct of Board meetings and matters for consideration by the Board, including Board and committee meeting schedules and timing and agenda of executive sessions of the non-management directors.
- *Subcommittees.* The Committee may form subcommittees, and delegate authority to any subcommittee or other administrator, as appropriate.
- *Reports to the Board.* The Committee shall report regularly to the Board.
- *Annual Self-Evaluation.* The Committee shall conduct an annual evaluation of the Committee's performance.
- *Charter.* The Committee shall conduct an annual review and reassessment of the adequacy of this Charter and recommend any proposed changes to the Board for approval.

**As approved by the Board of Directors.**