

ACLARIS THERAPEUTICS, INC.

AMENDED AND RESTATED CHARTER OF THE EXECUTIVE COMPLIANCE COMMITTEE

I. Purpose

The Executive Compliance Committee (the “Committee”) of Aclaris Therapeutics, Inc. (the “Company”), is a committee of certain senior executives and has general oversight responsibility for the Company’s compliance and ethics programs, policies and procedures. The purpose of the Committee is to: (i) oversee the Company’s implementation of compliance programs, policies and procedures that are designed to be responsive to the various compliance and healthcare related risks facing the Company; and (ii) perform any other duties as are directed by the Board.

The Committee shall direct appropriate Company resources to assure that appropriate creation and execution of the compliance program are undertaken and implemented.

The oversight responsibilities of the Committee include such duties as:

- Providing visible support for the Company’s compliance efforts;
- Creating a Company-wide approach to proactively identifying, managing and monitoring key healthcare related compliance risks;
- Establishing priorities in allocating resources to address compliance-related concerns;
- Overseeing the development and implementation of appropriate and adequate training regarding the Code of Business Conduct and Ethics and other relevant compliance policies;
- Overseeing the action taken by the Company to ensure violations of the Code of Business Conduct and Ethics, policies and/or legal requirements are remedied;
- Reviewing all FDA warning and untitled letters (if any are received) and the responses to such letters, as well as evaluating the steps taken to implement the responses and assessing whether the letters, as responded to by the Company, raise any healthcare related regulatory and compliance issues; and
- Overseeing Company actions to address new regulations and emerging issues.

II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall consist of the following positions:

- Chief Executive Officer
- Chief Legal Officer, Chief Compliance Officer, and Corporate Secretary
- Chief Financial Officer
- Chief Medical Officer

The Chief Legal Officer, Chief Compliance Officer, and Corporate Secretary shall be the Committee Chairperson.

The Committee may appoint ad hoc members to serve as a designee, to assist, or advise the Committee in carrying out the responsibilities of the Committee.

2. **Meetings.** The Committee shall meet as frequently as it determines, but not less than four (4) times per year and preferably quarterly, approximately 2 weeks before each Board of Directors

meeting. Meetings of the Committee may be held telephonically. Action taken by the Committee shall require a majority vote of those members present.

3. **Resources.** The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.
4. **Charter.** The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes for approval by the Committee.
5. **Agenda.** The Chairperson of the Committee shall be responsible for setting the agendas for meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review. The Chairperson of the Committee may report to the Board regarding the Committee's activities, findings and recommendations.

III. Responsibilities

The responsibilities of the Committee shall include the following:

1. **Compliance Matters Generally.** Acknowledging that oversight over matters of financial compliance (including auditing, financial reporting, and disclosures to investors) are outside the scope of the Committee, the Committee shall have oversight responsibility for matters of non-financial compliance, including the Company's overall compliance programs, policies and procedures; significant legal or healthcare related regulatory compliance exposure; and material reports or inquiries from government or regulatory agencies.
2. **Compliance Programs, Policies and Procedures.** The Committee shall oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct and Ethics, and other relevant laws and regulations. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that are designed to be responsive to the various compliance and healthcare related regulatory risks facing the Company; communicated in an effective manner to the Company's employees; and developed to support lawful and ethical business conduct by the Company's employees.
3. **Investigations.** The Committee shall oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that matters related to financial non-compliance or potential financial compliance violations shall be outside the scope of responsibilities for the Committee.
4. **Compliance Risk Assessment.** The Committee may provide suggestions or recommendations to the Chief Compliance Officer regarding areas for auditing and/or monitoring based upon departmental compliance risk assessments.
5. **Review of Complaints.** The Committee shall oversee the review of complaints received from internal and external sources, including the Compliance Hotline, relating to the advertising and/or promotion of its products.
6. **Transparency and Disclosure.** The Committee shall periodically review the Company's efforts

toward transparency and disclosure.

7. ***Other Duties.*** The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

Approved and adopted by the Executive Compliance Committee – 01/02/2020