

Derma Sciences, Inc.

Governance and Nominating Committee Charter

Adopted: December 4, 2015

Role

The Governance and Nominating Committee's role is to determine the slate of director nominees for election to the Company's Board of Directors, to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, and to review the Company's policies and programs that relate to matters of corporate citizenship, including public issues of significance to the Company and its shareholders.

Membership

The membership of the Committee consists of at least two directors, each of whom shall meet the independence requirements established by the Board of Directors, NASDAQ Stock Market ("NASDAQ") and applicable laws, regulations and listing requirements. The Board of Directors appoints the members of the Committee and the chairperson. The Board of Directors may remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet at least twice a year. The Committee shall meet periodically in executive session without Company management present. Additional meetings may occur as the Committee or its chairperson deems advisable. The Committee will cause to be kept adequate minutes of its proceedings and will report on its actions and activities at the next quarterly meeting of the Board of Directors. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board of Directors. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Delaware.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will

take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The principal responsibilities and functions of the Governance and Nominating Committee are as follows:

1. Annually evaluate and report to the Board of Directors on the performance and effectiveness of the Board of Directors to facilitate the directors' fulfilling their responsibilities in a manner that serves the interests of the Company and its shareholders.
2. Annually present to the Board of Directors a list of individuals recommended for nomination for election to the Board of Directors at the annual meeting of shareholders and for appointment to the committees of the Board of Directors (including this Committee). Review and consider shareholder recommended candidates for nomination to the Board of Directors.
3. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
4. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, diversity, conflicts of interest and other relevant factors.
5. Assist in identifying, interviewing and recruiting candidates for the Board of Directors.
6. Annually review the composition of each committee and present recommendations for committee memberships to the Board of Directors as needed.
7. Develop and periodically review and recommend to the Board of Directors appropriate revisions to the Company's corporate governance framework.
8. Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.
9. Review and make recommendations to the Board with respect to the size, composition, organization and governance of the Board and its committees.
10. Periodically review and reassess the Company's certificate of incorporation, by-laws and committee charters and recommend any proposed changes to the Board for its consideration.
11. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
12. Monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code") and to review the Code periodically and recommend any changes to

the Board.

13. Report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.
14. Annually review the Company's policies and programs that relate to corporate citizenship, including environmental sustainability, the annual public policy agenda and political activities and expenditures.

[End of Charter]