

# ACLARIS THERAPEUTICS, INC.

## CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

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### PURPOSE

The purpose of the Research and Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Aclaris Therapeutics, Inc. (the “*Company*”) is to oversee the Company’s research and development (“*R&D*”) strategy and related activities. The Committee shall act on behalf of the Board in such R&D matters and undertake such other duties and responsibilities as the Board shall require from time to time. The Committee shall have all such powers necessary to fulfill all such duties and responsibilities as set forth in this Charter.

### DELEGATION OF AUTHORITY

The Committee may discharge its duties and responsibilities under this Charter by performing reasonable and necessary oversight over the various operational activities of the Company’s R&D programs as performed by the appropriate employees of the Company and timely reported to the Committee by the Company’s management.

### MEMBERSHIP AND ORGANIZATION

**1. *Composition.*** The Committee shall consist of two (2) or more members of the Board, with the exact number determined by the Board. The Committee will include at least one independent member, as independence is defined in accordance with the rules, regulations, and standards of the Nasdaq Stock Market LLC (“*NASDAQ*”), and as determined in the business judgment of the Board. Each member of the Committee shall have sufficient scientific and/or medical expertise to appropriately oversee the Company’s R&D programs, as determined in the Board’s sole discretion.

**2. *Selection and Removal.*** Members of the Committee shall be appointed by the Board and the Board may remove members with or without cause. The Board shall promptly designate a successor if a member’s removal or resignation causes the number of Committee members to be less than three.

**3. *Chairperson.*** The Board shall designate one Committee member as chairperson (the “*Chairperson*”) or delegate the authority to designate the Chairperson to the Committee, in which case the Committee may designate the Chairperson by majority vote. The Chairperson shall be the lead liaison between the Committee and the Company’s management.

### MEETINGS AND PROCEDURES

**1. *Meetings.*** The Chairperson or a quorum may call a meeting of the Committee. The Committee shall meet not less than four (4) times per year with meetings to include the head of the Company’s R & D department. Meetings of the Committee may be held in person or via teleconference or videoconference.

2. **Quorum and Action.** A majority of the Committee shall constitute a quorum for the transaction of business, and the action by a majority of those present at a meeting at which a quorum is present shall be the act of the Committee.

3. **Action by Unanimous Written Consent.** Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing.

4. **Governance.** The Committee shall determine its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.

5. **Subcommittees.** The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee as may be permitted by applicable laws, rules, or regulations, and in accordance with the listing standards set forth by NASDAQ. Any such subcommittee shall report on its activities to the full Committee at its next meeting.

6. **Agendas.** The Chairperson shall be responsible for preparing meeting agendas with input from Committee members and other members of the Board, with additional input from senior management and outside advisors as deemed appropriate by the Chairperson.

7. **Minutes.** The Committee shall keep minutes of its meetings and report the same to the Board upon request.

8. **Independent Advisors.** The Committee shall have the authority to engage external advisors, including legal counsel as it deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to approve fees and expenses of such advisors.

9. **Charter.** The Committee shall from time to time as it deems appropriate review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

10. **Self-Assessment.** The Committee shall engage in an annual self-assessment with the goal of identifying and implementing improvements to the Committee and its procedures.

#### **DUTIES AND RESPONSIBILITIES**

1. **Review, Assessment and Oversight Responsibilities.** The Committee shall:

- a. review the Company's R&D strategy;
- b. review and discuss the quality, direction, effectiveness, and competitiveness of the Company's R&D programs;
- c. provide counsel to Company's management regarding new and emerging R&D trends;
- d. advise the Board regarding scientific and R&D matters;

- e. review the Company's pipeline of drug candidates and clinical development performance; and
- f. perform other activities consistent with this Charter as the Committee or the Board deems necessary or appropriate.

**2. Disclosures.** In conjunction with the Board and the Audit Committee of the Board, the Committee shall assist with oversight of the proper and timely disclosure made by the Company's management regarding any significant issues or problems with ongoing clinical trials, tests, or other studies or analyses.

**3. Reports.** The Company's management shall prepare an annual verbal report for the Committee's review and approval for presentation to the full Board. This report shall contain the necessary specificity of detail regarding operational events so that the Committee and the Board may properly discharge their respective duties and responsibilities under this Charter and any other obligations that the Company has assumed.

**4. Access to Information.** The Committee shall have access to books, records, facilities, and personnel of the Company with respect to any matters within the scope of its responsibilities, as it shall deem appropriate.

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Effective – April 1, 2024