

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

AQUESTIVE THERAPEUTICS, INC.

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aquestive Therapeutics, Inc. (the “Company”) is established by the Board pursuant to the Amended and Restated Bylaws of the Company to: (i) review and assess the composition of the Board and standing Board committees; (ii) assist the Board in identifying potential new director candidates; (iii) recommend to the Board candidates for election to the Board and to fill vacancies occurring between annual meetings of stockholders; (iv) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (v) provide a leadership role with respect to the corporate governance of the Company; (vi) monitor the Company’s risk management processes; (vii) monitor the Company’s program, policies and procedures for compliance with legal and regulatory requirements; and (viii) oversee the development and implementation of management development plans and succession planning practices designed to ensure that the Company has sufficient management depth to support its continued growth and the talent needed to execute long-term strategies of the Company.

COMMITTEE MEMBERSHIP

The Committee will consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“NASDAQ”). Members of the Committee, including a Committee Chair, shall be appointed, and may be removed, with or without cause, by the Board on the recommendation of the Committee. The Board, on the recommendation of the Committee, shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

AUTHORITY

The Committee shall have the authority and resources necessary to discharge its duties and responsibilities.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, consulting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any such advisors, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee, as may be modified by the Board from time to time:

Director Nominations

- Develop and recommend to the Board desired attributes or minimum qualifications for director nominees.
- Identify and consider individuals believed to be qualified to become Board members, and to recommend to the Board nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of any vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend a nominee to fill such vacancy.
 - In nominating candidates, the Committee shall take into consideration all factors it deems relevant and appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of a comparable size, the interplay of the candidate's experience with that of the other Board members, and the extent to which a candidate would be a desirable addition to the Board and any committees of the Board.
 - The Committee may consider candidates proposed by management or by stockholders but is not limited to such candidates.
 - The Committee may establish the procedure by which stockholders may recommend individuals as candidates for election to the Board and review such procedure on an as needed basis.

Governance

- Review the Board's committee structure and, in consultation with the Board Chairman, recommend to the Board for its approval directors to serve as members and chairpersons of each standing committee and any appropriate changes in the responsibilities, size and membership of such committees. In doing so, the Committee will determine, on an annual basis, the members of the Board who meet the applicable independence requirements and the members of the Audit Committee who meet the financial expert requirements established by the Securities and Exchange Commission and NASDAQ.
- Consider questions of possible conflicts of interest of directors (other than those covered by the Company's Related Party Transaction Policy) as such questions arise.
- Monitor (i) the federal securities laws and other applicable laws and the NASDAQ rules and any changes thereto as they relate to corporate governance and (ii) market practice and best practice with respect to corporate governance standards, with the assistance of legal or other advisors as the Committee deems appropriate.

- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles on an annual basis.
- Review the Company’s political expenditure policies and expenditures, including payments to trade associations.

Compliance Oversight Responsibilities

- Develop and recommend to the Board a code of business conduct and ethics applicable to the Company (“Code of Business Conduct and Ethics”), and review the Code of Business Conduct and Ethics on an annual basis.
- Obtain from the independent auditor of the Company assurance that Exchange Act Section 10A(b), which relates to the reporting of illegal acts, has not been implicated.
- Obtain reports from management, the Company’s senior internal audit executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities, if any, are in conformity with applicable legal requirements and the Company’s Code of Business Conduct and Ethics. Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Company’s Code of Business Conduct and Ethics.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the Company’s operations, accounting, internal accounting controls, audit matters, and compliance with applicable laws and regulations and the Company’s Code of Business Conduct and Ethics, which shall include procedures for the confidential and anonymous treatment of submission by employees of such complaints.
- Discuss with management, after management’s consultation with the Company’s independent auditor, any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company’s internal control policies and processes and compliance with applicable laws and regulations and the Company’s Code of Business Conduct and Ethics.
- Review with the Company’s chief legal officer or other appropriate legal personnel any legal matters which raise material issues regarding the Company’s internal control policies and procedures or compliance with applicable laws and regulations and the Company’s Code of Business Conduct and Ethics.

Succession Planning

- Develop, and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the Chief Executive Officer and, with appropriate consideration of the Chief Executive Officer’s recommendations, other executive officers of the Company.

- Annually review the succession plans for each executive officer's position with input, as appropriate, from the Board and, with respect to executive officers other than him or herself, the Chief Executive Officer.
- Conduct an annual review of and approve the Company's management development and succession planning practices and strategies.

Board Self-Evaluation Process

- Develop procedures for and oversee the annual self-evaluations of the Board and committees. The Committee will, as appropriate, make recommendations to the Board regarding its findings.

Director Orientation & Education

- Oversee the availability of an orientation program for new Board members and continuing education for all Board members.

Other Duties

- Review and assess the adequacy of this charter annually, or more often as circumstances dictate, and recommend any proposed changes to the Board for approval.
- Perform an evaluation of the Committee's performance of its duties under this charter on an annual basis.
- Make regular reports to the Board with respect to its activities.
- Exercise any other responsibilities delegated to the Committee by the Board from time to time.

MEETINGS AND PROCEDURES

The Committee shall meet at least two times each fiscal year, and may hold additional meetings in person or telephonically as often as may be necessary or appropriate, at the discretion of the Committee Chair. Prior to each meeting, the Committee Chair will circulate the agenda for the meeting to the Committee. When appropriate, the Committee may meet in separate executive sessions with management, employees, legal counsel or other advisors to discuss matters that the Committee or the other groups believe warrant Committee attention and may also request that any such advisors attend meetings of the Committee.

The operation of the Committee will be subject to the provisions of the Company's Amended and Restated Bylaws and the Delaware General Corporation law, each as in effect from time to time.

Minutes of each meeting shall be prepared under the direction of the Committee Chair and circulated to each member of the Committee for review and approval, and then circulated to the members of the Board who are not members of the Committee. The Secretary of the Company shall archive the approved minutes.