

BIOFRONTERA INC.

Compensation Committee Charter
Adopted as of October 14, 2021,
Subject to effectiveness of Company's Registration Statement on Form S-1

A. PURPOSE

To assist the board of directors (the "Board") in fulfilling its oversight responsibilities for Biofrontera Inc.'s (the "Company") compensation of its executive officers.

B. COMPOSITION

Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC ("Nasdaq"), the compensation committee will consist of at least two members of the Board. The board or its nominating and corporate governance committee will appoint committee members and the committee chair.

Except as otherwise permitted by Nasdaq rules, each committee member will be "independent" as defined in Rule 5605(a)(2) under the Stock Market Rules of Nasdaq. In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Subject to any requirements of the Nasdaq rules, the board may appoint and remove committee members in accordance with the company's by-laws. Committee members will serve for such terms as the board may fix, and in any case at the board's will, whether or not a specific term is fixed.

C. COMPENSATION

The compensation of Compensation Committee members shall be as determined by the Board.

D. MEETINGS

The committee will meet as often as it deems necessary in order to perform its responsibilities. All committee members are expected to attend each meeting, in person or via tele- or video-conference. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of the members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent. The committee will invite members of

management or others to attend meetings and provide pertinent information, as necessary. It will hold executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

E. AUTHORITY

The compensation committee has authority to conduct or authorize investigations into any matters within its scope of responsibility.

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser; provided that, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the Compensation Committee will consider the independence of each such adviser, including the factors required by Nasdaq and the SEC.

F. RESPONSIBILITIES

The committee will carry out the following responsibilities:

- Reviewing and approve on an annual basis the corporate goals and objectives relevant to the Company's President and Chief Executive Officer's (and Executive Chairman's, when applicable) compensation,
- Evaluate the Company's President and Chief Executive Officer's (and Executive Chairman's, when applicable) performance in light of such goals and objectives.
- Determine and approve the remuneration (if any) of the Company's President and Chief Executive Officer (and Executive Chairman, when applicable) based on such evaluation.
- Reviewing and approve the compensation of all of the Company's other executive officers (in addition to those referenced in the previous bullet points). In the case of senior financial management, the Compensation Committee shall perform its evaluation in conjunction with the Audit Committee.
- Review the Company's executive compensation policies and plans.
- Implement and administer the Company's incentive compensation equity-based remuneration plans.
- Assist management in complying with the Company's proxy statement and annual report disclosure requirements.
- Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees.
- Produce a report on executive compensation to be included in the Company's annual proxy statement.
- Review, evaluate and recommend changes, if appropriate, to the remuneration for directors.
- Perform other activities related to this charter as requested by the board of directors.
- Institute and oversee special investigations as needed.

- Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the committee's and individual members' performance on a regular basis.