

CHARTER OF THE COMMERCIALIZATION AND PATIENT VALUE COMMITTEE OF THE BOARD OF DIRECTORS OF DERMIRA, INC.

As adopted on September 19, 2017

I. PURPOSE

The purpose of the Commercialization and Patient Value Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Dermira, Inc. (the “*Company*”) is to assist the Board in its oversight of the Company’s commercial strategies, programs and opportunities and perform such other functions as are described in this charter (the “*Charter*”) and as may be deemed necessary in carrying out the foregoing.

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, at least one of whom shall be an “independent director” as defined under the applicable rules, regulations as determined by the Board.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a chairperson of the Committee (the “*Chair*”) or, if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for and conduct the proceedings of Committee meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee are outlined in Section I of this Charter as set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

- Review and provide advice and guidance relating to Company’s long-term commercial strategy and Company’s progress in achieving such strategy;
- Review and provide advice and guidance relating the rolling three-year plan for Company’s commercial organization the commercial organization’s progress in achieving such plan;
- Review and assess the organizational effectiveness of Company’s commercial organization;
- Collaborate with the Nominating and Corporate Governance Committee on the Company’s to review Company’s risks and culture of compliance with healthcare laws and regulations;
- Collaborate with the Science and Technology Committee to advise the Company on the commercial viability of potential research or clinical assets;
- Identify and provide advice to the Board and management on significant emerging commercial trends and issues relevant to the Company;
- Provide advice to the Board on the commercial viability of potential assets from significant Company transactions such as in-licensing agreements or acquisitions; and,

- From time to time, participate in meetings of the Company's commercial advisory boards and meeting with other relevant commercial, scientific and medical leaders.

IV. MEETINGS

Meetings of the Committee will be held from time to time, as determined appropriate by the Chair or by any member of the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele- or video-conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. The Committee or the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. In addition, the Chair may consult any individual Committee member on an ad-hoc basis as a need arises.

V. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities.

VI. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.