

**CHARTER OF THE  
GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF ANTARES PHARMA, INC.**

**Adopted by the Board of Directors on Feb. 9, 2015**

**I. Purpose**

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (“Board”) of Antares Pharma, Inc. (the “Company”) is appointed by, and generally acts on behalf, of the Board. The Committee’s purposes shall be:

- A. To advise the Board regarding the membership and operations of the Board;
- B. To identify individuals qualified to serve as members of the Board, to select, subject to ratification by the Board, the director nominees for the next annual meeting of stockholders, and to recommend to the Board individuals to fill vacancies on the Board;
- C. To recommend to the Board the responsibilities of each Board committee, the structure and operation of each Board committee, and the director nominees for assignment to each Board committee;
- D. To oversee the Board’s annual evaluation of its performance and the performance of other Board committees; and
- E. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to review periodically the guidelines.

**II. Membership**

- A. Number and Independence. The Committee shall be composed of at least two directors, each of whom shall be independent. A director shall qualify as independent if the Board has affirmatively determined, consistent with the independence criteria set forth in the Company’s Corporate Governance Guidelines, that the director is independent.
- B. Selection and Removal. The members of the Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms or until their successors shall be appointed, subject to their earlier resignation, retirement, or removal. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The

Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson.

- C. Reporting. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

### **III. Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

A. Board Size and Composition.

1. Consider and recommend to the Board the appropriate size, function, and needs of the Board.

B. Evaluation of the Board.

1. Lead the periodic self- evaluation of the Board.
2. Periodic review and assess the performance of the Committee and deliver a report to the Board setting forth the results of its evaluation.

C. General Corporate Governance Matters.

1. Periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board for its approval.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
3. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

D. Board of Directors Candidates

1. Evaluate and recommend to the Board the director nominees of the Board to be elected by the stockholders at the Company's next annual meeting of stockholders and, where applicable, recommend to the Board individuals to fill vacancies on the Board. In selecting nominees, the Committee shall consider individuals recommended by Company stockholders. Such recommendations should be submitted, along with the following information, to the Chairman of the Committee c/o the Company at its United States headquarters, not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting:

- the name and address of the recommending stockholder;
- the name of the candidate and information about the candidate that would be required to be included in a proxy statement under the rules of the SEC;
- information about the relationship between the candidate and the recommending stockholder;
- the consent of the candidate to serve as a director; and
- proof of the number of shares of the Company's common stock that the recommending stockholder owns and the length of time the shares have been owned.

E. Other Matters.

Nothing contained in this charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law, which shall continue to set the legal standard for the conduct of the members of the Committee.