

SIENTRA, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Sientra, Inc. consists of Messrs. Greer, Gupta and O’Boyle. Our board of directors has determined that each of the members of the committee satisfies the SEC and NASDAQ independence requirements. Mr. Greer serves as the chairperson of the committee. The functions of the nominating and corporate governance committee include, among other things:

- Identifying, reviewing and evaluating candidates to serve on our board of directors;
- Determining the minimum qualifications for service on our board of directors;
- Evaluating director performance on the board and applicable committees of the board and determining whether continued service on our board is appropriate;
- Evaluating, nominating and recommending individuals for membership on our board of directors;
- Evaluating nominations by stockholders of candidates for election to our board of directors;
- Considering and assessing the independence of members of our board of directors;
- Developing a set of corporate governance policies and principles and recommending to our board of directors any changes to such policies and principles;
- Considering questions of possible conflicts of interest of directors as such questions arise; and
- Reviewing and evaluating on an annual basis the performance of the nominating and corporate governance committee and the nominating and corporate governance committee charter.