

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

18 Can any resulting loss be recognized? ▶ See attached.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ Jane Trachtenberg Feinberg Date ▶ 7-10-2025
Print your name ▶ Jane Trachtenberg Feinberg Title ▶ Vice President, Global Tax and Insurance

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Scott Ferguson	<u>Scott Ferguson</u>	7-10-25		P00653591
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The Beauty Health Company
EIN: 85-1908962
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain United States (“U.S.”) federal income tax laws and regulations related to the effects of the Exchange (as defined below). The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws.¹

Part I

Line 9. Classification and description

1.25% Convertible Senior Notes due 2026 (defined below as the “Existing Notes”)

7.95% Convertible Senior Secured Notes due 2028 (defined below as the “New Notes”)

Line 10. CUSIP number

Existing Notes 88331L AA6

New Notes 88331L AC2; 88331L AD0

Part II

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action

Immediately prior to May 27, 2025 (the “Closing Date”), The Beauty Health Company (the “Issuer”), a Delaware corporation, had outstanding convertible senior notes in the aggregate principal amount of approximately \$557.7 million, with an interest rate of 1.25% per annum and a stated maturity date of October 1, 2026, pursuant to the Indenture dated as of September 14, 2021 (the “Existing Notes”).

¹ Unless otherwise provided, all “section” references herein are to the Code, and all “Treas. Reg. section” references are to the final regulations promulgated thereunder, as effective through the date of this filing.

On the Closing Date, pursuant to Exchange Agreements dated as of May 21, 2025 between the Issuer and certain of the holders of the Existing Notes (the “Exchanging Holders” and each an “Exchanging Holder”), the Exchanging Holders exchanged an aggregate principal amount of \$413.2 million of Existing Notes for aggregate consideration consisting of approximately \$143.4 million cash (including accrued and unpaid interest) and \$250.0 million of the Issuer’s new convertible senior secured notes with an interest rate of 7.95% per annum and a stated maturity date of November 15, 2028 (the “New Notes”) issued under that certain Indenture dated as of the Closing Date (the “Exchange”).

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The following summary of certain U.S. federal income tax consequences is for informational purposes only and is not a substitute for tax advice based upon your individual circumstances. All holders are urged to consult their individual tax advisors for the U.S. federal, state, local, and other tax consequences applicable related to the Exchange.

The discussion below is limited to a holder that is a “United States person,” as defined in Section 7701(a)(30) of the Internal Revenue Code (each, a “U.S. Holder”). Additionally, the discussion below assumes that each U.S. Holder is an original purchaser of the Existing Notes and holds the Existing Notes as capital assets.

The Issuer intends to treat the Exchange as a significant modification (i.e., a debt-for-debt exchange) under Treas. Reg. § 1.1001-3. The tax consequences of the Exchange to a U.S. Holder will depend on whether the Existing Notes surrendered and the New Notes received therefor represent “securities” for purposes of the rules providing for non-taxable recapitalizations under section 368(a)(1)(E). If the Existing Notes and the New Notes constitute “securities,” the Exchange should be treated as a non-taxable recapitalization under section 368(a)(1)(E). To the extent that either the Existing Notes or New Notes are not securities, the Exchange does not qualify as a non-taxable recapitalization.

If the Exchange is a recapitalization, then a U.S. Holder would not recognize a loss on an Exchange, but would recognize gain equal to the lesser of (i) the amount of cash received (excluding any cash paid with respect to accrued interest), plus the fair market value of the New Notes received, over the U.S. Holder’s tax basis in the Existing Notes, and (ii) the amount of cash received (excluding any cash paid with respect to accrued interest). Generally, the fair market value of the New Notes is the issue price.

If, however, the Exchange does not qualify as a recapitalization within the meaning of section 368(a)(1)(E), a U.S. Holder would recognize gain or loss equal to the difference between (1) the sum of the cash received and the fair market value of the

New Notes received in the Exchange and (2) the Holder's basis in the Existing Notes surrendered in the Exchange.

The Issuer (or its successor) may file a corrected Form 8937 if there is a change of estimate to any of the items discussed herein.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

If the Exchange is not a recapitalization, a U.S. Holder will recognize gain or loss upon the exchange of the Existing Notes for the New Notes. In that event, a holder generally will have an initial tax basis in the New Notes received pursuant to the Exchange equal to the issue price of the New Notes.

If the Exchange qualifies as a recapitalization, a U.S. Holder will have a tax basis in the New Notes received in the Exchange equal to the tax basis of the Existing Notes surrendered in the Exchange, increased by any gain recognized in the Exchange, and reduced by any cash received in the Exchange (excluding any cash received with respect to accrued, but unpaid interest).

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Sections 354, 358, 368, 1001, 1012 and 1273.

Line 18. Can any resulting loss be recognized?

To the extent the Exchange is not a recapitalization, the Exchange may result in a loss to a U.S. Holder to the extent such holder's tax basis in the Existing Notes surrendered exceeds the sum of any cash received and the issue price of the New Notes received in exchange therefor. The Exchange generally should not result in a loss to U.S. Holders to the extent the Exchange is a non-taxable recapitalization.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year

The Closing Date for the Exchange was May 27, 2025. For a U.S. taxpayer whose taxable year is the calendar year, the reportable tax year is 2025.

The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. Holders are urged to consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.