

THE BEAUTY HEALTH COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This charter (the “Charter”) of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Beauty Health Company (the “Company”) was adopted by the Board, effective May 4, 2021.

I. Purpose

The purposes of the Committee shall be to identify individuals qualified to serve as directors of the Company and on committees of the Board; to recommend to the Board the director nominees for election at the next annual meeting of shareholders; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board and the Company’s management.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence and other nominating and corporate governance committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq Capital Market (“Nasdaq”) and any additional requirements that the Board deems appropriate.

Members of the Committee shall be appointed by majority vote of the Board and may be removed by the Board at any time; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than two members, then the Board must, based upon the recommendation of the independent directors of the Board, at the same time appoint enough additional members to the Committee so that the Committee will have two or more directors, each of whom shall satisfy the applicable independence and other nominating and corporate governance committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq, and any additional requirements deemed appropriate by the Board. No member of the Committee shall be removed except by majority vote of the Board. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit; provided that the subcommittees shall consist of no fewer than two members and composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines and the Nasdaq; provided, further, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. Meetings

The Committee shall meet at least once annually and as often as necessary to carry out its responsibilities. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee.

Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

The Committee may adopt such procedures as it deems appropriate and necessary to carry out the duties and responsibilities of the Committee. The Committee shall report regularly to the Board on its activities, as appropriate. Notice of Committee meetings shall be given in the same manner as notice for special meetings of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

With respect to Board candidates and nominees:

a. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.

b. Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look to the criteria set forth in the Company's Corporate Governance Guidelines and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

c. Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Certificate of Incorporation and Bylaws, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

d. Review the suitability for continued service as a director of each Board member when his or her term expires and, in accordance with the Corporate Governance Guidelines, when he or she has a material change in status, including, but not limited to, an employment change.

With respect to Board composition and procedures:

e. Review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the

Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.

f. Review periodically the size of the Board and to recommend to the Board any appropriate changes.

g. Make recommendations on the frequency and structure of Board meetings.

h. Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure related to corporate governance or corporate governance principle.

With respect to Board committees:

i. Monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

j. Review annually committee size, membership and composition, including chairpersonships, and recommended any changes to the Board for approval, and to recommend individual directors to fill any vacancy that might occur on any committee of the Board.

k. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

With respect to corporate governance:

l. Develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance guidelines developed and recommended by the Committee shall address the following:

(i) Director qualification standards.

(ii) Director responsibilities.

(iii) Director access to management and, as necessary and appropriate, independent advisors.

(iv) Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.

- (v) Director orientation and continuing education.
- (vi) Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.
- (vii) Annual performance evaluation of the Board.
- m. Review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company, and recommend any desirable changes to the Board.
- n. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

With respect to evaluation of the Board and its committees

Oversee an annual evaluation of the Board as a whole and its committees, and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee may establish procedures to allow it to exercise this oversight function.

With respect to the Committee's other authorities and responsibilities:

The Committee shall perform such additional activities, and consider such other matters, consistent with the scope of the Committee's responsibilities under this Charter, the purposes of the Committee, the Company's Bylaws and applicable Nasdaq rules.

V. Resources

The Committee shall have the authority to retain or terminate, at its sole discretion, compensation consultants, independent legal counsel or other advisors (collectively, "Advisors") to assist the Committee in its responsibilities and shall be directly responsible for the appointment, determination of compensation and oversight of the work of such Advisors.

The chairperson of the Committee, at the request of any member of the Committee, may request that any officer, employee or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any outside adviser retained by the Committee.

VI. Evaluation of the Committee

The Committee shall, under the oversight of the Corporate Governance and Nominating Committee, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate.

The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation.

VII. Review of Charter

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VIII. Investor Rights Agreement

For so long as the Investor Rights Agreement is in effect, this Charter shall be interpreted to be consistent with such agreement.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable U.S. federal or state law.