

# THE BEAUTY HEALTH COMPANY

## Corporate Governance Guidelines

Effective as of May 4, 2021

### **Introduction**

The Board of Directors (the “Board”) of The Beauty Health Company (the “Company”) has developed these corporate governance policies and practices (these “Guidelines”) to help it fulfill its responsibilities to stockholders of the Company. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making at both the Board and management level, with the objective of enhancing stockholder value over the long term. The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders including employees, customers, suppliers, regulators and the public. The Board intends that these Guidelines serve as a flexible framework, not as a set of binding legal obligations, and should be interpreted in the context of all applicable laws, regulations and regulatory guidance, the Company’s organizational documents and other governing legal documents. The Board may refine or change these Guidelines as it may find necessary or advisable to achieve these objectives.

### **Role of the Board**

The Board’s primary responsibility is to monitor and assist management in creating long-term value for the Company’s stockholders. Through oversight, review and counsel, the Board establishes and promotes the Company’s business and organizational objectives, oversees business affairs and integrity, works with management to determine the Company’s mission and long-term strategy, monitors the effectiveness of management policies and decisions, including the execution of its strategies, appoints, and evaluates the performance of, officers and oversees succession planning, internal control over financial reporting and internal and external audit functions.

The senior management team, including the Chief Executive Officer, is responsible for the conduct of the Company’s business on a daily basis.

The committees of the Board will include an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may, from time to time, establish additional committees as it deems necessary or appropriate, subject to applicable laws and regulations. The Board’s delegation of authority to a committee does not in any way limit the Board’s simultaneous reservation of such authority.

The Board oversees the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. Management periodically reports to the Board or its relevant committee, including the Audit Committee, which provides guidance on risk appetite, assessment and mitigation. Each committee charged with risk oversight reports up to the Board on those matters.

## **Board Composition and Selection; Independent Directors**

**Board Size.** The Board shall periodically review its size of the Board to ensure that the current number of directors most effectively supports the Company.

**Selection of Board Members.** The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. As set forth in the Nominating and Corporate Governance Committee Charter, the Nominating and Corporate Governance Committee is charged by the Board with, among other things, the authority and responsibility to:

- assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others and, if deemed appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates;
- establish criteria for selecting director nominees, which criteria will include factors such as the composition of the current Board, the skills and experience of current Board members and candidates for nomination to the Board and the business needs of the Company at such time;
- oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board, including a review of the independence of candidates, consistent with criteria approved by the Board;
- to the extent it deems necessary or appropriate, retain any search firm in order to assist in identifying director candidates and legal, accounting or other advisors, and the Nominating and Corporate Governance Committee shall have the sole authority to approve the search firm's and advisors' fees and other retention terms;
- review the suitability for continued service as a director of each Board member when his or her term expires and, in accordance with these Guidelines, when he or she has a material change in status, including, but not limited to, an employment change; and
- recommend to the Board the nominees for election to the Board at meetings of stockholders or for appointment to fill vacancies.

The Board makes any final determination with respect to (i) the Company's nominees for election to the Board at meetings of stockholders and (ii) filling any newly created directorships resulting from an increase in the number of directors or any vacancies resulting from death, resignation, retirement, disqualification, removal or other cause that occur between elections of directors by the stockholders of the Company.

**Board Composition.** The Board intends that, as required by the rules promulgated by the Nasdaq Stock Market ("Nasdaq"), a majority of its directors will be independent, and shall satisfy all applicable independence requirements under the federal securities laws or rules thereunder. The Board will meet or be more restrictive than the definition of "independent director" under

Nasdaq's rules, and applicable laws and regulations. The Board will also consider all other relevant facts and circumstances bearing on independence.

***Term and Tenure.*** The Board does not believe in a specific term or age limit for the overall length of time a director may serve. Directors who have served on the Board for an extended period can provide valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company's history, policies and objectives. The Board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the Company's certificate of incorporation.

***Directors with Significant Job Changes.*** Any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board. The Nominating and Corporate Governance Committee will evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

***Board Leadership.*** The Board shall annually elect a Chairperson of the Board. The Board does not have a policy as to whether the Chairperson should be an independent director. To ensure robust independent leadership on the Board, if the Chairperson of the Board is not an independent director, the Board will elect an independent director to serve as Lead Independent Director.

The Chairperson (or the Lead Independent Director if the Chairperson is not an independent director) shall coordinate the activities of the independent directors and is authorized to call meetings of the independent directors, chair executive sessions of the independent directors and perform other duties either specified in the Company's Bylaws and these Guidelines or assigned from time to time by the Board.

***Other Boards and Committees.*** Without approval from the Board, no director may serve on more than four public company boards (including the Company's Board) and no member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee). In addition, directors who serve as chief executive officers or in equivalent positions generally should not serve on more than two public company boards (including the Company's Board).

In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its substantially owned subsidiary counts as service on a single board or audit committee. Any Audit Committee member's service on more than three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Audit Committee and the disclosure of that determination in the Company's annual proxy statement. The Nominating and Corporate Governance Committee and the Board will consider the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors or director nominees. Service on boards and/or committees of other organizations should follow the Company's conflict of interest policies.

## **Board Meetings; Access**

***Board Meetings – Frequency.*** The Board will hold at least four regularly scheduled in-person meetings per year and hold additional regular or special meetings as necessary. Directors are expected to attend meetings in person or telephonically, except if unusual circumstances make attendance impractical.

***Board Meetings – Agenda.*** The Chairperson (and the Lead Independent Director if the Chairperson is not an independent director) shall coordinate with management to set the agenda for each Board meeting, taking into account suggestions from other members of the Board.

***Advance Distribution of Materials.*** Information relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should be distributed before the meeting to all members whenever feasible and appropriate. Each director is expected to review this information in advance to facilitate the efficient use of meeting time. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be appropriate.

***Books and Records.*** The Board has access to the Company’s books, records and facilities. The Board has access to the Company’s employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries.

***Access to Independent Advisors.*** The Board, in its sole discretion, and the committees of the Board, pursuant to their respective charters, may retain independent outside auditors and financial, legal or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

***Executive Sessions of Independent Directors.*** Independent directors will meet on a regularly scheduled basis in executive sessions without the Chief Executive Officer or other members of the Company’s management. Executive sessions are called and chaired by the Chairperson (or the Lead Independent Director if the Chairperson is not an independent director). These executive session discussions may include such topics as the independent directors determine.

## **Communications with Stockholders**

***Stockholder Communications to the Board.*** Stockholders of the Company are invited to contact the Board about corporate governance at the address for the Company’s Secretary provided in the Company’s annual proxy statement. Inquiries meeting these criteria will be received and processed by management before being forwarded to the Board, a committee of the Board or a director as designated in the message, as applicable. Communications relating to other topics, including those that are primarily commercial in nature, will not be so forwarded.

Concerns about questionable accounting or auditing matters or possible violations of the Company’s Code of Business Conduct and Ethics should be reported pursuant to the Company’s

Whistleblower Policy, which is available on the Company's website under Corporate Governance at <http://www.Beautyhealth.com>.

***Attendance at Annual Stockholder Meeting.*** Directors are expected to attend the Company's annual meeting of stockholders in person, by telephone or by videoconference, except if unusual circumstances make attendance impractical.

## **Performance Evaluations and Succession Planning**

***Annual Officer Evaluation.*** The Compensation Committee will establish an evaluation process for reviewing the performance of the Company's executive officers. The evaluation results are reviewed and discussed with the Board, including its independent directors, and the results are communicated to each executive officer as appropriate.

***Development and Succession Planning.*** A primary responsibility of the Board is planning for Chief Executive Officer succession and overseeing identification and development of executive talent. The Board, with the assistance of the Nominating and Corporate Governance Committee, and working with management, oversees executive officer development and corporate succession plans for the Chief Executive Officer and other executive officers to provide for continuity in senior management.

The Nominating and Corporate Governance Committee and the Board may review development and succession planning more frequently as it deems necessary or desirable.

***Board and Committee Self-Evaluation.*** The Board and its committees annually conduct evaluations to assess their effectiveness and adherence to the Company's Code of Business Conduct and Ethics, these Guidelines, other policies adopted by the Board and committee charters, and to identify opportunities to improve Board and committee performance.

- ***Board Evaluation.*** Through a process developed and overseen by the Nominating and Corporate Governance Committee, the directors conduct an annual evaluation of the performance of the Board and each of its members. The aggregate results are reported to the Board. The report includes an assessment of the Board's compliance with the Company's Code of Business Conduct and Ethics, these Guidelines and other policies adopted by the Board, and identification of areas in which the Board could improve its performance.
- ***Committee Evaluations.*** Through a process developed and overseen by the Nominating and Corporate Governance Committee, each committee conducts an annual performance evaluation and reports the results to the Board. Each committee's report includes an assessment of the committee's compliance with the Company's Code of Business Conduct and Ethics, these Guidelines, other policies adopted by the Board and such committee's charter, as well as identification of areas in which the committee could improve its performance.

## **Compensation**

***Board Compensation Review.*** The Board believes that director compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. The Board also believes that a significant portion of director compensation should align director interests with the long-term interests of stockholders of the Company. The Company's management will periodically report to the Board or the Compensation Committee on how the Company's director compensation practices compare with those of other public companies in the Company's peer group.

***Prohibited Transactions.*** Consistent with the Company's Insider Trading Policy, directors and executive officers are prohibited from engaging in certain transactions in the Company's securities, including short-term trading, short sales, options trading, trading on margin, hedging and pledging.

## **Committees**

***Number and Type of Committees.*** The Board has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may, from time to time, add new committees or remove existing committees, subject to Nasdaq listing requirements, as it deems advisable in fulfilling its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and such committee's charter.

***Composition of Committees and Committee Chairs.*** The Board appoints committee members and committee chairs using criteria it determines to be in the best interest of the Company and its stockholders. The Board considers periodic rotation of committee members and chairs, considering the desirability of rotation of committee members and chairs, the benefits of continuity and experience and applicable legal, regulatory and Nasdaq requirements.

## **Guideline Review**

***Review of Corporate Governance Guidelines.*** The Board expects to review these Guidelines annually.