

## **THE BEAUTY HEALTH COMPANY COMPENSATION COMMITTEE CHARTER**

This amended and restated charter (the “Charter”) of the Compensation 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 discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and other officers subject to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”) (together with the CEO, the “Executive Officers”); oversee the Company’s executive compensation plans, incentive compensation and equity-based incentive compensation plans; to review and discuss with management the Company’s compensation discussion and analysis (the “CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”); to prepare the Compensation Committee Report as required by the rules of the SEC; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s charter or bylaws or the Board.

### **II. Organization**

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence and other compensation 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 annually by majority vote of the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board at any time with or without cause. No member of the Committee shall be removed except by majority vote of the Board. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee. The Committee’s chairperson shall be designated by the Board on the recommendation of the Nominating and Corporate Governance Committee, if any, or the independent directors of 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 Chair”).

The Committee may form and delegate authority and duties to subcommittees and to the Committee Chair or other members of the Committee from time to time as it sees fit; provided that any subcommittees shall consist of no fewer than two members and shall be composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines and Nasdaq; provided, further, that the Committee shall not delegate to a subcommittee, the Committee Chair or other members of the Committee 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 two times annually and as often as necessary to carry out its responsibilities. Meetings shall be called and led by Committee Chair or, if there is no Committee Chair, 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 in lieu of a meeting in accordance with the Company's organizational documents and applicable law.

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, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee. 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:

- (a) Review and make recommendations to the Board with respect to the Company's compensation strategy to ensure it is appropriate to attract, retain and motivate senior management and other key employees.
- (b) Review and make recommendations to the Board with respect to the executive compensation philosophy, policies and programs that in the Committee's judgment support the Company's overall business strategy and review and discuss, at least annually, the material risks associated with executive compensation structure, policies and programs to determine whether such structure, policies and programs encourage excessive risk taking and to evaluate compensation policies and practices that could mitigate any such risk.
- (c) On an annual basis, review and approve corporate goals and objectives relevant to the compensation of each of the CEO and any Executive Chairman, evaluate the CEO's and any Executive Chairman's respective performance in light of those goals and objectives and determine and approve the CEO's and any Executive Chairman's respective compensation, including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally, based on this evaluation. In evaluating, determining and approving the long-term incentive

component of the CEO's and any Executive Chairman's respective compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to the CEO or Executive Chairman at comparable companies, the value of similar awards given to other Executive Officers of the Company, the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say-on-Pay Vote") and the awards given to the CEO or any Executive Chairman in past years. The CEO and any Executive Chairman may not be present during voting or deliberations relating to his or her respective compensation.

- (d) On an annual basis, review and approve the compensation of the Company's Executive Officers (other than the CEO and any Executive Chairman), evaluate such Executive Officers' performance in light of those goals and objectives and determine and make recommendations to the Board with respect to such Executive Officers' compensation, including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally, based on this evaluation. In evaluating and making recommendations with respect to the long-term incentive component of each such Executive Officer's compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other Executive Officers of the Company, the results of the most recent Say-on-Pay Vote and the awards given to the Executive Officer in past years. No Executive Officer may be present during voting or deliberations relating to his or her own compensation.
- (e) If at any time there are not at least two members of the Committee who qualify as "non-employee directors" within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, then the Committee shall recommend the grant of equity-based awards to persons who are subject to Section 16 of the Exchange Act to the Board for approval in accordance with Exchange Act Rule 16b-3.
- (f) Monitor the effectiveness of other compensation and benefit plan offerings, including, but not limited to, nonqualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to the Executive Officers, and approve and adopt, or recommend to the Board, as appropriate, the adoption of any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any such compensation or benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires,

the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 (“ERISA”) or otherwise.

- (g) Review and make recommendations to the Board with respect to the Company’s executive incentive compensation and equity-based plans, if any.
- (h) To the extent it deems necessary, review and approve the terms of any compensation “clawback” or similar policy or agreement between the Company and the Company’s Executive Officers.
- (i) Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
  - i. any employment and severance arrangements;
  - ii. any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and
  - iii. establishing performance goals and certifying that performance goals have been attained.
- (j) Establish and periodically review policies concerning perquisite benefits and approve all special perquisites, special cash payments and other special compensation and benefits arrangements for Executive Officers and employees of the Company.
- (k) Establish and periodically review the stock ownership guidelines for Executive Officers and members of the Board and oversee compliance with such guidelines.
- (l) Review and recommend to the Board for approval the compensation of directors for their service to the Board. Review, evaluate and recommend changes, if appropriate, to the remuneration of directors.
- (m) Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
- (n) Review the Company’s compensation disclosures in its annual proxy statement and its annual report on Form 10-K filed with the SEC and assist management in complying with proxy statement and annual report requirements. Review and discuss the CD&A with management and based on such review and discussion, determine whether to recommend to the Board that such compensation disclosures and CD&A be disclosed in the Company’s annual report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
- (o) Review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required

by Section 14A of the Exchange Act, and review and recommend to the Board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement filed with the SEC.

- (p) Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
- (q) Review its own performance annually.
- (r) Report regularly to the Board.
- (s) Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. Resources**

The Committee shall have the authority to retain or obtain the advice of, 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, compensation and oversight of the work of such Advisors. The Committee shall have the authority, in its sole discretion, terminate the Committee's engagement with any Advisor. Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider by law or Nasdaq rules and any other factors the Committee deems relevant to the Advisor's independence from management.

Nothing herein shall be construed: (a) to require the Committee to use or retain an Advisor; (b) to require the Committee to implement or act consistently with the advice or recommendations of any Advisor; or (c) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

The Committee Chair, 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 and approve the terms of engagement and the extent of funding necessary (the expense of which will be borne 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. Role of Chief Executive Officer and the Executive Chairman**

The CEO and the Executive Chairman may each make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to Executive Officers (other than the CEO and any Executive Chairman) and the Company's director compensation arrangements.

## **VII. Evaluation of the Committee**

The Committee shall, under the oversight of the Nominating and Corporate Governance Committee, no less frequently than annually, review and 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 to the Board 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.

## **VIII. 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.

## **IX. Investor Rights Agreement**

For so long as the Investor Rights Agreement is in effect, this Charter shall be interpreted in a manner 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.