

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
WALDENCAST PLC  
ADOPTED ON AUGUST 10, 2022**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Waldencast plc (the “**Company**”) is to (i) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board with respect to the Board’s composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (iv) oversee the evaluation of the Board and the Company’s management; and (v) perform such further functions as may be consistent with this Charter of the Committee (the “**Charter**”) or assigned by applicable law, the Company’s memorandum and articles of association (as may be amended from time to time, the “**M&AA**”) or the Board.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market LLC (“**Nasdaq**”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. The provisions of the M&AA relating to meetings of the Board shall apply equally to meetings of the Committee unless otherwise stated herein. Committee actions may be taken by unanimous written consent.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### **A. *Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To 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, and develop and periodically review the policies and procedures for considering shareholder nominees for election to the Board.

(b) To review the background and qualifications of individuals being considered as director candidates and periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To 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 M&AA, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated or continue to serve on the Board.

##### **B. *Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To 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, the U.S. Securities and Exchange Commission (the “**SEC**”) and/or any other competent regulatory authority or otherwise under applicable law.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To make recommendations on the frequency and structure of Board meetings.

(d) To 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 or corporate governance principle.

(e) To ensure that the composition of the Board meets the requirements of the provisions of the M&AA relating to the appointment and removal of Directors.

### ***C. Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) After consultation with the Chairman, the Lead Independent Director, if any, and the Chief Executive Officer, and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning and effectiveness of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To 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.

### ***D. Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) To review at least annually the corporate governance principles adopted by the Board and to recommend any changes to the Board.

(b) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

***E. Succession Planning***

The Committee shall develop and recommend to the Board for approval succession plans for the Chief Executive Officer and certain other senior management positions. The Committee shall review such plans periodically with the Chief Executive Officer, develop and evaluate potential candidates for successors to the Chief Executive Officer and certain other senior management positions and recommend to the Board any changes to, and any candidates for succession, under the developed succession plans.

***F. Evaluation of the Board***

The Committee shall be responsible for overseeing an annual evaluation of the Board as a whole and management, and shall evaluate and report to the Board on the performance and effectiveness of the Board and each of its committees. The Committee shall establish procedures to allow it to exercise this oversight function.

***G. Miscellaneous***

The Committee shall perform such other functions as assigned by law, the M&AA or the Board.

**V. SUBCOMMITTEES; DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *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. The provisions of the M&AA relating to the delegation of powers and authority shall equally apply to the Committee. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

Each subcommittee shall maintain minutes of its meetings and records relating to those meetings. The provisions of the M&AA relating to the meeting of the Board shall apply equally to meetings of any subcommittee unless otherwise stated herein.

**VI. EVALUATION OF THE COMMITTEE**

The Committee shall, 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 deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company. The Committee may incur any additional reasonable expenses it deems necessary or appropriate in the performance of its duties, unless prohibited by applicable law, such expenses to be borne by the Company.

## **VIII. INVESTOR RIGHTS AGREEMENT**

For so long as the Investor Rights Agreement by and among the Company, Cedarwalk Skincare Ltd., a limited liability company organized under the laws of the Cayman Islands ("*Cedarwalk*"), Waldencast Long-Term Capital LLC, and CWC Skincare Ltd., a Cayman Islands exempted company limited by shares (as the guarantor of Cedarwalk's obligations thereunder), is in effect, this Charter will 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.