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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K  
REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 or 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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For the Month of: November 2024  
Commission File Number: 001-40207

**Waldencast plc**  
(Translation of Registrant's name into English)

**81 Fulham Road**  
**London, SW3 6RD**  
**United Kingdom**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Waldencast plc Announces Q3 2024 Financial Results**

On November 21, 2024, Waldencast plc provided business and financials updates by way of an updated corporate presentation for the three and nine months ended September 30, 2024. A copy of the presentation is attached hereto as Exhibit 99.1.

The information in this Report on Form 6-K (including Exhibit 99.1 hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**EXHIBIT INDEX**

EXHIBIT NO.	DESCRIPTION
99.1	<a href="#">Waldencast plc presentation for Q3 2024</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Waldencast plc has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Waldencast plc  
(Registrant)

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Date: November 21, 2024

By: /s/ Manuel Manfredi

Name:  
Title:

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Manuel Manfredi  
Chief Financial Officer and Principal Financial Officer

# waldencast

Q3 2024 Earnings Presentation





**MICHEL BROUSSET**  
CO-FOUNDER & CEO



**MANUEL MANFREDI**  
CHIEF FINANCIAL OFFICER

# DISCLAIMER

## Cautionary Statement Regarding Forward-Looking Statements

All statements in this release that are not historical, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about: statements regarding Waldencast's outlook and guidance for Q4 2024 and Fiscal 2024, the Company's ability to deliver financial results in line with expectations; expectations regarding sales, earnings or other future financial performance and liquidity or other performance measures; the Company's long-term strategy and future operations or operating results; expectations with respect to the Company's industry and the markets in which it operates; future product introductions; developments relating to the ongoing investigation and legal proceedings; and any assumptions underlying any of the foregoing. Words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "should," and "will" and variations of such words and similar expressions are intended to identify such forward-looking statements.

These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the control of the Company, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements, including, among others: (i) the inability to recognize the anticipated benefits of the business combination with Obagi Medical and Milk Makeup, (ii) the ability of the Company to file required financial results in a timely manner, (iii) the Company's ability to successfully remediate the material weaknesses in the Company's internal control over financial reporting, (iv) the potential for delisting, legal proceedings or existing or new government investigation or enforcement actions, including those relating to the restatement or the subject of the Audit Committee of the Company's Board of Directors' review further described in the Company's annual report filed on Form 20-F for the year ended December 31, 2022 or inability to finalize financial results in a timely manner, (v) the Company's ability to obtain additional waivers from the Administrative Agent and the lenders under its credit facilities for any defaults or events of default, (vi) volatility of Waldencast's securities due to a variety of factors, including Waldencast's inability to implement its business plans or meet or exceed its financial projections and changes, (vii) the ability to implement business plans, forecasts, and other expectations, and identify and realize additional opportunities, (viii) the ability of Waldencast to implement its strategic initiatives and continue to innovate Obagi Medical's and Milk Makeup's existing products and anticipate and respond to market trends and changes in consumer preferences, (ix) any shifts in the preferences of consumers as to where and how they shop, and (x) social, political and economic conditions. These and other risks, assumptions and uncertainties are more fully described in the Risk Factors section of our 2023 20-F (File No. 33-40207), filed with the Securities and Exchange Commission (the "SEC") on April 30, 2024, and in our other documents that we file or furnish with the SEC, which you are encouraged to read.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Accordingly, you are cautioned not to rely on these forward-looking statements, which speak only as of the date they are made. Waldencast expressly disclaims any current intention, and assumes no duty, to update publicly any forward-looking statement after the distribution of this release, whether as a result of new information, future events, changes in assumptions or otherwise.

## Non-GAAP Financial Measures

In addition to the financial measures presented in this release in accordance with U.S. GAAP, Waldencast separately reports financial results on the basis of the measures set out and defined below which are non-GAAP financial measures. Waldencast believes the non-GAAP measures used in this release provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. Waldencast believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends. These non-GAAP measures also provide perspective on how Waldencast's management evaluates and monitors the performance of the business.

There are limitations to non-GAAP financial measures because they exclude charges and credits that are required to be included in GAAP financial presentation. The items excluded from GAAP financial measures such as net income/loss to arrive at non-GAAP financial measures are significant components for understanding and assessing our financial performance. Non-GAAP financial measures should be considered together with, and not alternatives to, financial measures prepared in accordance with GAAP.

Please refer to the definitions set out below and the tables included in the Appendix for a reconciliation of these metrics to the most directly comparable GAAP financial measures.

**Comparable Net Revenue** is defined as Net Revenue excluding sales related to the former Obagi Medical China business, which was not acquired by Waldencast at the time of the Business Combination (the "Obagi Medical China Business") as was presented in previous earnings releases. The sales to the Obagi Medical China business have a below market sales price for a defined period of time after the acquisition of Obagi Medical. As a result of the acquisition, a below market contract liability was recognized and is amortized based on sales. This adjustment is shown in the Adjusted EBITDA reconciliation. Management believes that this non-GAAP measure provides perspective on how Waldencast's management evaluates and monitors the performance of the business. See reconciliation to U.S. GAAP Net Revenue in the Appendix.

**Comparable Net Revenue Growth** is defined as the growth in Comparable Net Revenue period over period expressed as a percentage.

**Adjusted Gross Profit** is defined as GAAP gross profit excluding the impact of inventory fair value adjustments, amortization of the supply agreement and formulation intangible assets, discontinued product write-off, and the amortization of the fair value of the related party liability the Obagi Medical China Business. The Adjusted Gross Profit reconciliation by Segment for each period is included in the Appendix.

**Adjusted Gross Margin** is defined as Adjusted Gross Profit divided by GAAP Net Revenue.

**Adjusted EBITDA** is defined as GAAP net income (loss) before interest income or expense, income tax (benefit) expense, depreciation and amortization, and further adjusted for the items as described in the reconciliation below. We believe this information will be useful for investors to facilitate comparisons of our operating performance and better identify trends in our business. Adjusted EBITDA excludes certain expenses that are required to be presented in accordance with GAAP because management believes they are non-core to our regular business. These include non-cash expenses, such as depreciation and amortization, stock-based compensation, inventory fair value adjustments, the amortization of fair value of the related party liability to the Obagi Medical China Business, change in fair value of financial instruments, loss on impairment of leases, and foreign currency transaction loss (gain). In addition, adjustments include expenses that are not related to our underlying business performance including (1) legal, advisory and consultant fees related to the financial restatement of previously issued financial statements and associated regulatory investigation; (2) costs to recover and the value of the inventory recovered from the acquisition of the Vietnam distributor, and the associated discontinued product; and (3) other non-recurring costs, primarily legal settlement costs and restructuring costs. The Adjusted EBITDA by Segment for each period is included in the Appendix.

**Adjusted EBITDA Margin** is defined as Adjusted EBITDA as a percentage of net revenue. The Adjusted EBITDA Margin reconciliation by Segment for each period is included in the Appendix.

**Net Debt Position** is defined as the principal outstanding for the 2022 Term Loan and 2022 Revolving Credit Facility minus the cash and cash equivalents as of September 30, 2024.



Our ambition is to build a global best-in-class beauty and wellness **multi-brand platform** by creating, acquiring, accelerating, and scaling **the next generation of high-growth, purpose-driven brands**



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# POISED FOR LONG-TERM PROFITABLE GROWTH



Operational scale of a **multi-brand platform**



Expertise in managing **global beauty brands** at scale



**Balanced portfolio** in structurally attractive segments of the category



**Asset-light, nimble, and efficient** vs. slow, inflexible, and costly traditional structures



Strong alignment of management incentives to **long-term value creation** through operational and capital allocation excellence





# LEADING BRANDS WITH UNIQUE POSITIONING

Anchored in high customer affinity and strong brand equity

## Milk

MAKEUP

**Cult-favorite makeup brand** with a **diverse community** due to its **cultural relevance** and **iconic products**



### #2

CLEAN MAKEUP  
BRAND<sup>1</sup>  
Sephora US

### 4.6M

SOCIAL MEDIA  
FOLLOWERS<sup>2</sup>  
2.7M Instagram Followers<sup>2</sup>

## OBAGI

MEDICAL

**Clinically-proven medical-grade skincare** products that provide **targeted solutions** for **top skin concerns**



### #1

U.S. PHYSICIAN  
RECOMMENDED<sup>3</sup>  
Pigmentation, Fine Lines & Wrinkles,  
Sagging Skin.

### 39

RESEARCH & DEVELOPMENT  
PARTNERS<sup>4</sup>

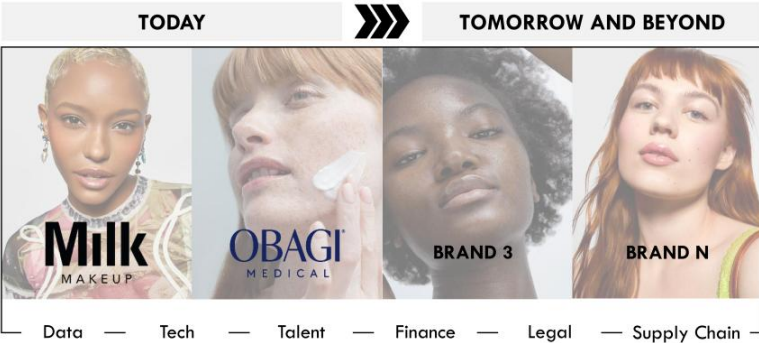


<sup>1</sup> Sephora Management Data. <sup>2</sup> Management Data as of 11/13/2024. <sup>3</sup> Independent Industry Sources, USA (2023) \*Q1 – Which professional skin care brand are you most likely to recommend to your patients for at-home use for each skin condition? (N=262). <sup>4</sup> Management Data as of Q3 YTD 2024.

# MULTI-BRAND PLATFORM PURPOSE BUILT TO SCALE INDIE BRANDS

## HOW WE DO IT

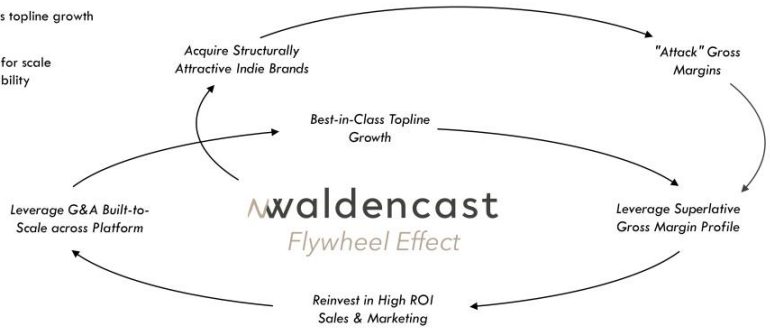
- Preserve brand DNA & autonomy
- Fuel entrepreneurial spirit & sense of ownership
- Focus on brand building and profitable growth
- Share best practices
- Leverage collective expertise in the Waldencast ecosystem



# ALGORITHM FOR LONG-TERM SUCCESS

Top-tier growth, best-in-class gross profits reinvested in efficient sales & marketing create the Waldencast flywheel effect

- 1 Top-tier Comparable Net Revenue growth: 26.9% Q3 YTD 2024<sup>1</sup>
- 2 Best-in-class Adj. Gross Margins: 74.8% Q3 YTD 2024<sup>2</sup>  
Proven ability to expand brands' gross margins since acquisition
- 3 Highly-efficient sales & marketing organization drives topline growth
- 4 High G&A today given corporate infrastructure built for scale  
Opportunity for operating leverage to unlock profitability
- 5 Focus on reinvesting profits to support future growth  
Platform built for future brand acquisitions



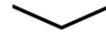
<sup>1</sup>Based on Comparable Net Revenue Growth, refer to page 3 for definitions of non-GAAP financial measures. U.S. GAAP Net Revenue growth of 23.8% during the same period. <sup>2</sup>Refer to page 3 for definitions of non-GAAP financial measures.



## WHERE WE ARE

**Milk**  
MAKEUP

**OBAGI**  
MEDICAL



## WHERE WE ARE HEADED

Skin	US	Professional	Prestige
Color	APAC	Specialty	Masstige
Hair	Europe	Online	Mass
Body	LATAM	Food / Drug / Mass	
Wellness			
Fragrance			
Categories	Geographies	Channels	Price Points

# COMBINED FINANCIAL PROFILE: Q3 2024

NET REVENUE	ADJ. GROSS PROFIT <sup>2</sup>	ADJ. EBITDA <sup>4</sup>
<b>\$70.2M</b>	<b>\$51.4M</b>	<b>\$11.4M</b>
+34.6% <sup>1</sup> COMPARABLE GROWTH	73.2% <sup>3</sup>	16.3% <sup>5</sup>

 <sup>1</sup> Based on Comparable Net Revenue Growth, refer to page 3 for definitions of non-GAAP financial measures. U.S. GAAP Net Revenue growth of 30.8% during the same period. <sup>2</sup> Gross Profit of \$48.1M adjusted for reconciling items, refer to the Appendix page 48. <sup>3</sup> Refer to page 3 for definitions of non-GAAP financial measures. <sup>4</sup> Net Loss of \$13.1M adjusted for non-recurring add-backs, refer to the Appendix page 50. <sup>5</sup> Refer to page 3 for definitions of non-GAAP financial measures.

# COMBINED FINANCIAL PROFILE: Q3 YTD 2024

NET REVENUE	ADJ. GROSS PROFIT <sup>2</sup>	ADJ. EBITDA <sup>4</sup>
<b>\$201.8M</b>	<b>\$150.9M</b>	<b>\$29.1M</b>
+26.9% <sup>1</sup> COMPARABLE GROWTH	74.8% <sup>3</sup>	14.4% <sup>5</sup>

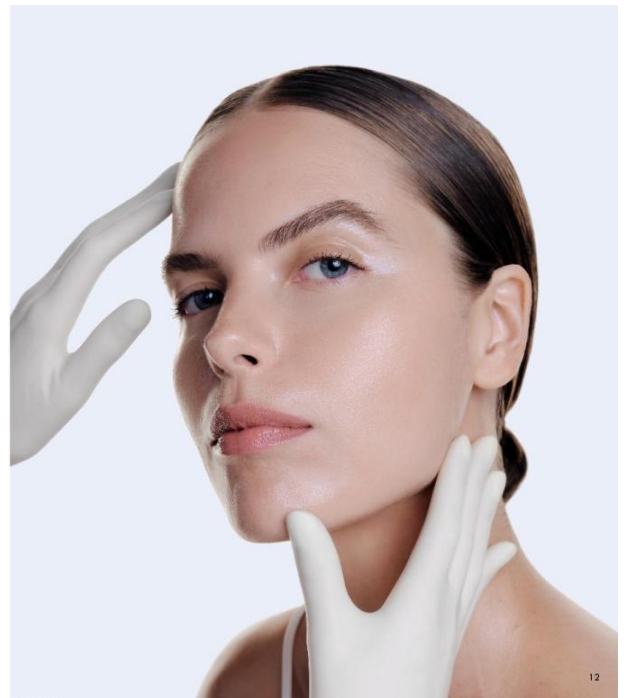


<sup>1</sup> Based on Comparable Net Revenue Growth, refer to page 3 for definitions of non-GAAP financial measures. U.S. GAAP Net Revenue growth of 23.8% during the same period. <sup>2</sup> Gross Profit of \$142.3M adjusted for reconciling items, refer to the Appendix page 48. <sup>3</sup> Refer to page 3 for definitions of non-GAAP financial measures. <sup>4</sup> Net Loss of \$26.1M adjusted for non-recurring add-backs, refer to the Appendix page 50. <sup>5</sup> Refer to page 3 for definitions of non-GAAP financial measures.

## FY 2024 OUTLOOK

COMPARABLE  
NET REVENUE GROWTH  
**ABOVE THE 25.7% GROWTH  
ACHIEVED IN Q2 2024**

ADJ. EBITDA MARGIN  
**MID-TEENS**



# LIQUIDITY & SHARES OUTSTANDING

As of September 30, 2024

**\$17.6M** Cash & Cash Equivalents

**\$154.0M** Net Debt<sup>1</sup>


**\$30.0M** Undrawn Commitment Under Revolving Credit Facility

As of November 15, 2024<sup>2</sup>

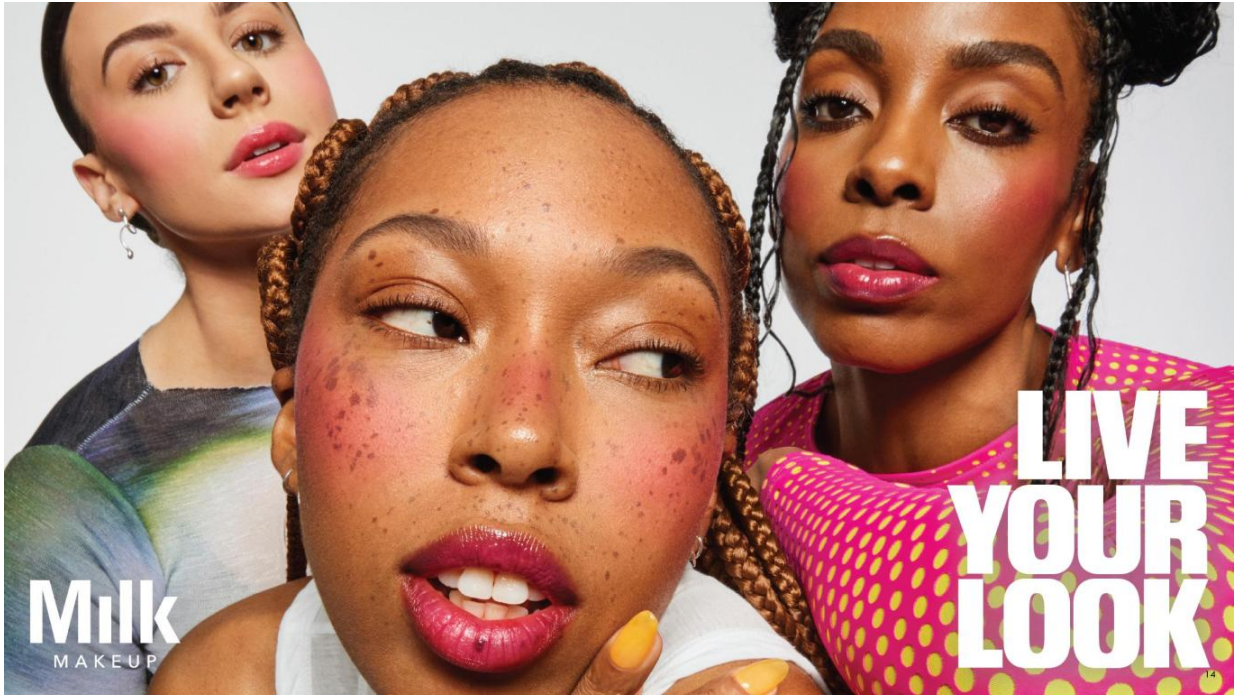
**122.9M** Ordinary Shares Outstanding

**112.1M** Class A Ordinary Shares Outstanding

**10.8M** Class B Ordinary Shares Outstanding

 <sup>1</sup> Net Debt Position is defined as the principal outstanding for the 2022 Term Loan and 2022 Revolving Credit Facility minus the cash and cash equivalents as of September 30, 2024. Refer to Appendix page 53. <sup>2</sup> Fully Diluted Shares decreased from 129,695,296 at December 31, 2023 to 128,328,987 as of November 15, 2024, primarily driven by forfeitures of unvested shares and lower in-the-money dilutive instruments. All contractual lock-ups with shareholders have now expired.





**Milk**  
MAKEUP

**LIVE  
YOUR  
LOOK**

# OUR RESULTS: Q3 2024

NET REVENUE

**\$31.5M**

**+23.5%**

ADJ. GROSS PROFIT<sup>1</sup>

**\$21.0M**

**66.6%<sup>2</sup>**

ADJ. EBITDA<sup>3</sup>

**\$8.5M**

**27.1%<sup>4</sup>**

<sup>1</sup> Gross Profit of \$21.0M, refer to the Appendix page 49. <sup>2</sup> Refer to page 3 for definitions of non-GAAP financial measures. <sup>3</sup> Net Income of \$3.8M adjusted for non-recurring add-backs, refer to the Appendix page 51. <sup>4</sup> Refer to page 3 for definitions of non-GAAP financial measures.

# OUR RESULTS: Q3 YTD 2024

NET REVENUE  
**\$94.7M**  
+21.7%

ADJ. GROSS PROFIT<sup>1</sup>  
**\$65.6M**  
69.2%<sup>2</sup>

ADJ. EBITDA<sup>3</sup>  
**\$24.2M**  
25.6%<sup>4</sup>

<sup>1</sup> Gross Profit of \$65.6M, refer to the Appendix page 49. <sup>2</sup> Refer to page 3 for definitions of non-GAAP financial measures. <sup>3</sup> Net Income of \$8.8M adjusted for non-recurring add-backs, refer to the Appendix page 51. <sup>4</sup> Refer to page 3 for definitions of non-GAAP financial measures.

**NORTH AMERICA**

**+22.3%**

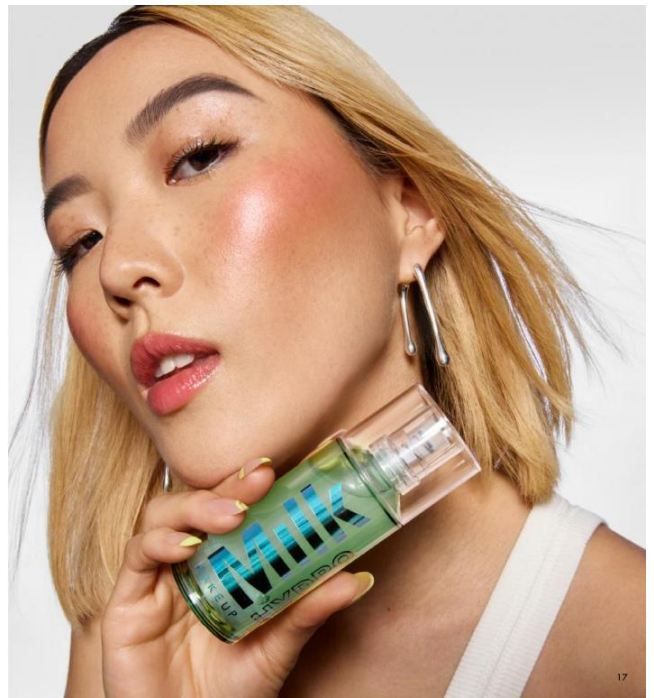
**Q3 YTD 2024**

**INTERNATIONAL**

**+20.4%**

**Q3 YTD 2024**

Management Data as of Q3 YTD 2024.





**#1  
BEAUTY CHOICE  
OF THE  
NEXT GENERATION**

# GROWTH STRATEGY

## EXPAND COMMUNITY

- Connect with our core engaged community
- Welcome new groups
- Surprise our community across new segments (eye, lip, complexion)



## INNOVATE

- Build icon products (Prime + Set, Sticks, etc.)
- Be the most innovative and exciting makeup brand through Jelly Tints, Lip Oils, Primer, etc.



## BROADEN FOOTPRINT

- Expand existing product categories (makeup and skincare) geographically while entering new spaces



## LEVERAGE PLATFORM

- Double down on brand DNA
- Accelerate awareness
- Broaden brand love + beauty credibility



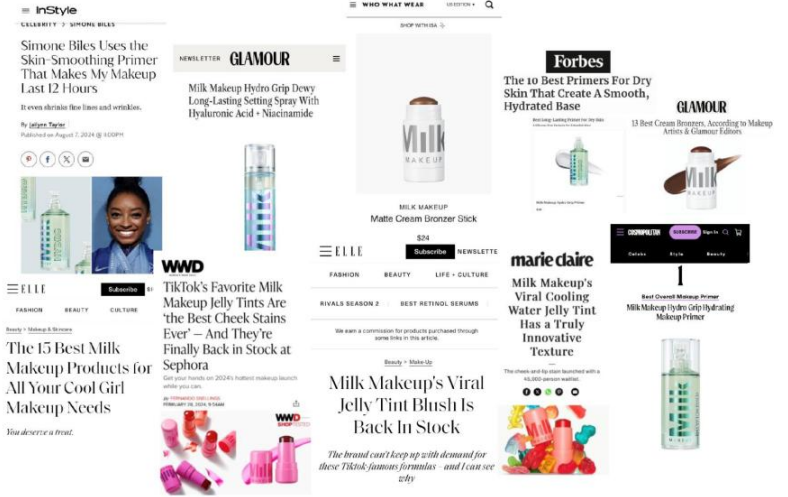
# EXPAND COMMUNITY

# 7.7B

TOTAL IMPRESSIONS

# 1.7B

NPD IMPRESSIONS



# COMMUNITY PERFORMANCE

**#14**

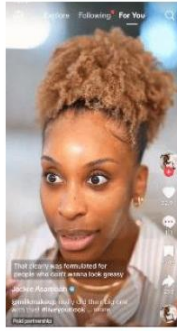
US EMV RANK

+83% YoY

**#19**

GLOBAL EMV RANK

+90% YoY













OUR PRODUCT PROMISE

**CLEAN**  
**COOL**  
**BEAUTY THAT WORKS**

BREAKTHROUGH INNOVATION THAT DELIVERS.  
UTILITARIAN. GOOD FOR YOU.  
ALWAYS VEGAN, CLEAN & CRUELTY-FREE.



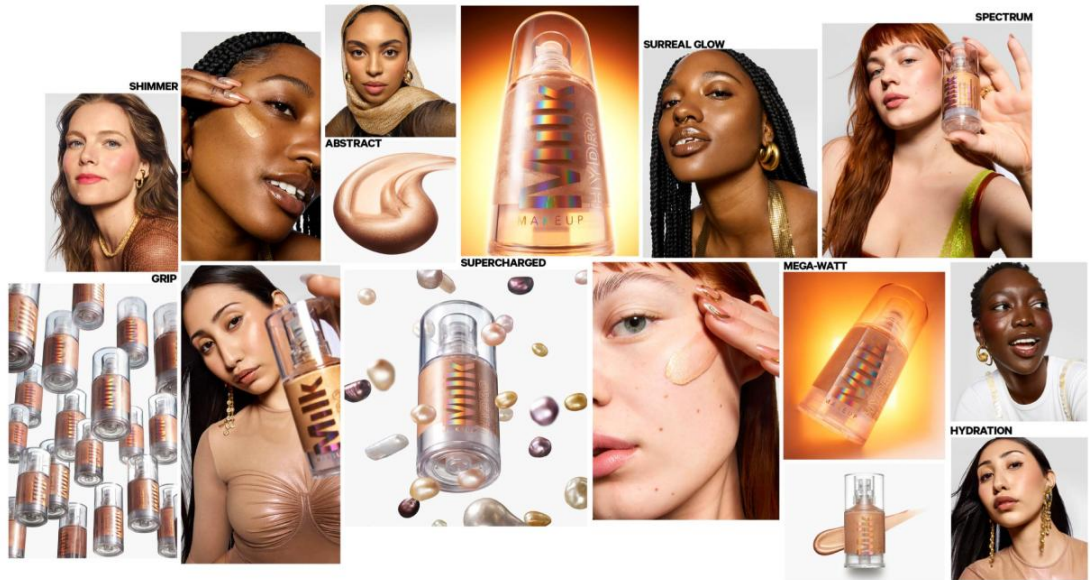
# ICONIC PRODUCTS

OVERVIEW				COOLING WATER JELLY TINT	GLOBAL AWARDS
				<p><b>9</b> AWARDS YTD<sup>1</sup></p> <p>1 SOLD EVERY <b>30</b> SECONDS<sup>2</sup></p> <p><b>1.2B</b> IMPRESSIONS<sup>3</sup></p>	<p><b>17</b> AWARD WINS FY 2022</p> <p><b>31</b> AWARD WINS FY 2023</p> <p><b>27</b> AWARD WINS YTD 2024<sup>1</sup></p>
					
					

<sup>1</sup>Management Data as of 11/13/2024. <sup>2</sup>Management Data as of Q3 YTD 2024. <sup>3</sup>Management Data as of Q3 YTD 2024. US Press Coverage Impressions.

# HYDRO GRIP + GLOW

12HR LUMINOSITY ON LOCK

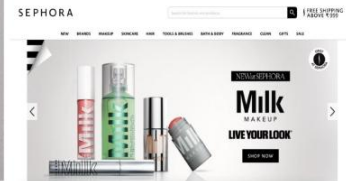


# COOLING WATER JELLY TINT

TINT THAT WON'T QUIT



# CONTINUED INTERNATIONAL EXPANSION





OBAGI<sup>®</sup>  
MEDICAL

# Key Figures Q3 2024

NET REVENUE  
**\$38.7M**  
+45.5%<sup>1</sup>  
COMPARABLE GROWTH

ADJ. GROSS PROFIT<sup>2</sup>  
**\$30.4M**  
78.6%<sup>3</sup>

ADJ. EBITDA<sup>4</sup>  
**\$7.5M**  
19.3%<sup>5</sup>

<sup>1</sup> Based on Comparable Growth; refer to page 3 for definitions of non-GAAP financial measures. U.S. GAAP Net Revenue growth of 37.4% during the same period. <sup>2</sup> Gross Profit of \$27.1M adjusted for reconciling items; refer to the Appendix page 49. <sup>3</sup> Refer to page 3 for definitions of non-GAAP financial measures. <sup>4</sup> Net Loss of \$5.0M adjusted for non-recurring add-backs; refer to the Appendix page 51. <sup>5</sup> Refer to page 3 for definitions of non-GAAP financial measures.

# Key Figures Q3 YTD 2024

NET REVENUE	ADJ. GROSS PROFIT <sup>2</sup>	ADJ. EBITDA <sup>4</sup>
<b>\$107.1M</b>	<b>\$85.3M</b>	<b>\$20.7M</b>
+32.0% <sup>1</sup>	79.7% <sup>3</sup>	19.3% <sup>5</sup>
COMPARABLE GROWTH		

<sup>1</sup>Based on Comparable Growth, refer to page 3 for definitions of non-GAAP financial measures. U.S. GAAP Net Revenue growth of 25.7% during the same period. <sup>2</sup>Gross Profit of \$76.7M adjusted for reconciling items, refer to the Appendix page 49. <sup>3</sup>Refer to page 3 for definitions of non-GAAP financial measures. <sup>4</sup>Net Loss of \$19.4M adjusted for non-recurring addbacks, refer to the Appendix page 51. <sup>5</sup>Refer to page 3 for definitions of non-GAAP financial measures.





Management Data as of Q3 YTD 2024

NORTH AMERICA  
**+42.1%**  
Q3 YTD 2024

INTERNATIONAL\*  
**+32.8%**  
Q3 YTD 2024

\*Excludes \$4.6M of Net Revenue related to the former Southeast Asia distributor, for shipments in 2022 that were recognized in Q1 2023 under cash accounting.

## Our Global Vision

**#1** PHYSICIAN DISPENSED  
DERMATOLOGICAL BRAND  
IN THE WORLD

# Our Growth Strategy

1

DOUBLE DOWN ON BRAND DNA

2

ACCELERATE CUTTING-EDGE SCIENCE BACKED  
INNOVATION

3

GROW BRAND AWARENESS & FOOTPRINT

# Medical-Grade Lifting Power

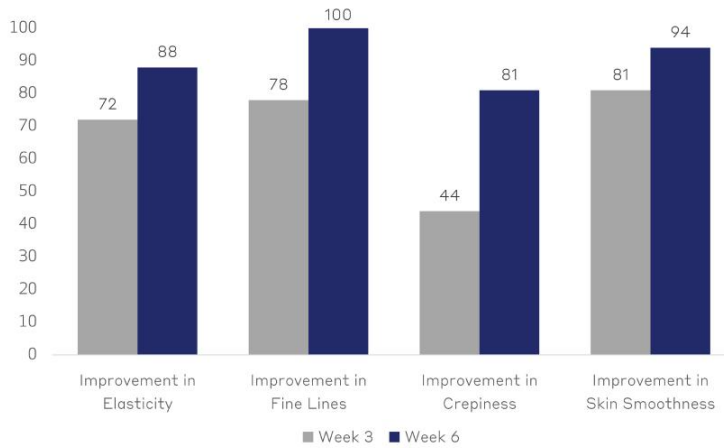
ELASTIDERM® LIFT UP & SCULPT FACIAL MOISTURIZER

ELASTIDERM® ADVANCED FILLER CONCENTRATE



# Transformative Progress: Clinicals

## CLINICAL GRADING: Subjects Showing Improvement



\*Results based on a 2024 clinical test. Data on file at Obagi Cosmeceuticals LLC.

AFTER 6 WEEKS

**100%**

Showed Visible Improvement in Fines Lines.

**94%**

Showed Visible Improvement in Skin Smoothness.

**88%**

Showed Visible Improvement in Elasticity.

**81%**

Showed Visible Improvement in Skin Crepiness.

# Transformative Progress: Clinicals

Forehead Lines & Wrinkles



Under-Eye Lines & Wrinkles



Furrow Lines & Wrinkles



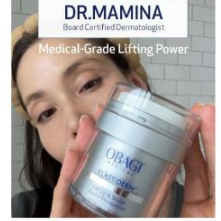
Mouth Lines & Wrinkles



\*Results based on a 2024 clinical test. Data on file at Obagi Cosmeceuticals LLC. Photos have not been retouched. Individual results may vary.

# Best In Class Education In All Touchpoints

## SOCIAL & INFLUENCER



## PAID MEDIA



## CRM



## SITE



Teaser



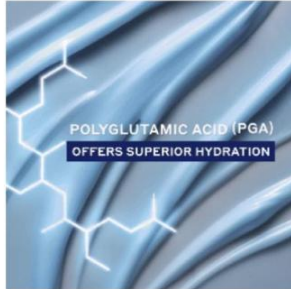
Campaign Sizzle



How to



Education



Utility



4-Action PDP

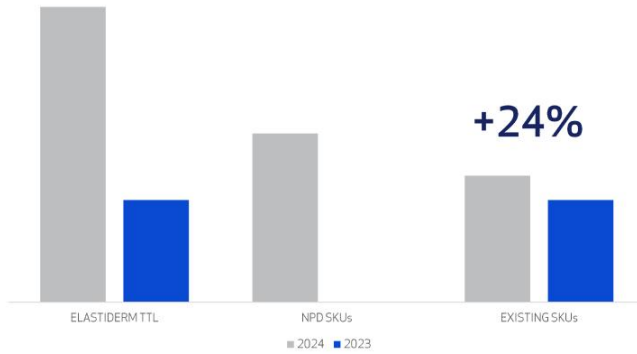




# ELASTIDERM® Metrics

FIRST MONTH LAUNCH YOY (SEPT '24)

**+189%**



Management Data as of September 2024

**+24%**



## Deepening Our Professional Partnership



"For patients just starting their skin care journey, the Lift and Sculpt is perfect. They are getting two great products in one easy step. Keeping the regimen simple will increase compliance, which will ultimately lead to great results."

"Advanced Filler Concentrate is a great starting point for patients who might be hesitant to start injectable filler."

**Randall S Colby, MD**



"Our practice has been carrying Obagi products since we opened in 2007. The ELASTIDERM® line of products has been a great addition to the Obagi portfolio and has quickly become some of our best-selling products. The two newest products have been an instant success with our patients."

**Billie Jean Waddell, MD**

# Building a Flywheel to Drive Consumers to Practices

165%  
EMV YoY Growth



GROW BRAND AWARENESS

# Editorial Credentiaing Domestically

544M  
Impressions



OBAGI  
MEDICAL

GROW BRAND AWARENESS

# And Internationally

178M  
Impressions



BRITISH  
VOGUE



Obagi Clearing Daily Hydrating Drops

WALL TO WALL  
FASHION



OBAGI  
MEDICAL

# POISED FOR LONG-TERM PROFITABLE GROWTH



Operational scale of a **multi-brand platform**



Expertise in managing **global beauty brands** at scale



**Balanced portfolio** in structurally attractive segments of the category



**Asset-light, nimble, and efficient** vs. slow, inflexible, and costly traditional structures



Strong alignment of management incentives to **long-term value creation** through operational and capital allocation excellence





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# Q3 2024 HIGHLIGHTS

*(In millions, except for percentages)*

	Q3 2024	% Sales	% Growth	% Comp Growth	Q3 2023	% Sales
<b>Waldencast</b>						
Net Revenue	70.2	100.0%	30.8%	34.6%	53.7	100.0%
Adjusted Gross Profit	51.4	73.2%	38.3%		37.2	69.2%
Adjusted EBITDA	11.4	16.3%	134.0%		4.9	9.1%
<b>Obagi Medical</b>						
Net Revenue	38.7	100.0%	37.4%	45.5%	28.2	100.0%
Adjusted Gross Profit	30.4	78.6%	57.6%		19.3	68.5%
Adjusted EBITDA	7.5	19.3%	129.7%		3.3	11.6%
<b>Milk Makeup</b>						
Net Revenue	31.5	100.0%	23.5%		25.5	100.0%
Adjusted Gross Profit	21.0	66.6%	17.5%		17.9	70.0%
Adjusted EBITDA	8.5	27.1%	99.6%		4.3	16.7%





# Q3 YTD 2024 HIGHLIGHTS

*(In millions, except for percentages)*

	<b>Nine Months 2024</b>	<b>% Sales</b>	<b>% Growth</b>	<b>% Comp Growth</b>	<b>Nine Months 2023</b>	<b>% Sales</b>
<b>Waldencast</b>						
Net Revenue	201.8	100.0%	23.8%	26.9%	163.0	100.0%
Adjusted Gross Profit	150.9	74.8%	37.0%		110.1	67.6%
Adjusted EBITDA	29.1	14.4%	54.9%		18.8	11.5%
<b>Obagi Medical</b>						
Net Revenue	107.1	100.0%	25.7%	32.0%	85.2	100.0%
Adjusted Gross Profit	85.3	79.7%	47.8%		57.8	67.8%
Adjusted EBITDA	20.7	19.3%	60.5%		12.9	15.1%
<b>Milk Makeup</b>						
Net Revenue	94.7	100.0%	21.7%		77.8	100.0%
Adjusted Gross Profit	65.6	69.2%	25.2%		52.4	67.3%
Adjusted EBITDA	24.2	25.6%	42.5%		17.0	21.9%



## GROUP COMPARABLE NET REVENUE GROWTH

	Group				Obagi Medical			
	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>								
Net Revenue	\$ 70,203	\$ 53,683	\$ 201,785	\$ 163,021	\$ 38,690	\$ 28,167	\$ 107,055	\$ 85,181
Obagi Medical China Business	995	2,257	2,069	5,619	995	2,257	2,069	5,619
Comparable Net Revenue	\$ 69,208	\$ 51,426	\$ 199,716	\$ 157,402	\$ 37,695	\$ 25,910	\$ 104,986	\$ 79,562
Comparable Growth	34.6 %		26.9 %		45.5 %		32.0 %	

# GROUP ADJUSTED GROSS PROFIT

	Group			
	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>				
Net Revenue	\$ 70,203	\$ 53,683	\$ 201,785	\$ 163,021
Gross Profit	\$ 48,121	\$ 35,922	\$ 142,294	\$ 104,101
Gross Profit Margin	68.5%	66.9%	70.5%	63.9%
Gross Margin Adjustments:				
Amortization of the fair value of the related party liability <sup>(1)</sup>	(732)	(1,687)	(1,510)	(4,058)
Amortization of the inventory fair value adjustment <sup>(2)</sup>	–	–	–	1,691
Discontinued product write-off <sup>(3)</sup>	1,200	–	1,726	–
Amortization impact of intangible assets <sup>(4)</sup>	2,801	2,921	8,404	8,404
Adjusted Gross Profit	\$ 51,390	\$ 37,155	\$ 150,913	\$ 110,138
Adjusted Gross Margin %	73.2%	69.2%	74.8%	67.6%

 <sup>1</sup> Relates to the fair value of the related party liability for the unfavorable discount to the Obagi Medical China Business as part of the Business Combination. <sup>2</sup> Relates to the amortization of the inventory fair value step-up as a result of the Business Combination. <sup>3</sup> Relates to the advanced purchase of specific products for the market in Vietnam sold through the Vietnam distributor that became obsolete when the contract was terminated. <sup>4</sup> The Supply Agreement and Formulations intangible assets are amortized to COGS.

## BRANDS ADJUSTED GROSS PROFIT

	Obagi Medical				Milk Makeup			
	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>								
Net Revenue	\$ 38,690	\$ 28,167	\$ 107,055	\$ 85,181	\$ 31,513	\$ 25,516	\$ 94,730	\$ 77,840
Gross Profit	\$ 27,139	\$ 18,066	\$ 76,710	\$ 53,406	\$ 20,982	\$ 17,855	\$ 65,590	\$ 50,695
Gross Profit Margin	70.1 %	64.1 %	71.7 %	62.7 %	66.6 %	70.0 %	69.2 %	65.1 %
Gross Margin Adjustments:								
Amortization of the fair value of the related party liability	(732)	(1,687)	(1,510)	(4,058)	—	—	—	—
Amortization of the inventory fair value adjustment	—	—	—	—	—	—	—	1,691
Discontinued product write-off	1,200	—	1,726	—	—	—	—	—
Amortization impact of intangible assets	2,801	2,921	8,404	8,404	—	—	—	—
Adjusted Gross Profit	\$ 30,408	\$ 19,300	\$ 85,329	\$ 57,752	\$ 20,982	\$ 17,855	\$ 65,590	\$ 52,386
Adjusted Gross Margin %	78.6 %	68.5 %	79.7 %	67.8 %	66.6 %	70.0 %	69.2 %	67.3 %



# GROUP ADJUSTED EBITDA

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>				
<b>Net Loss</b>	\$ (13,145)	\$ (36,456)	\$ (26,051)	\$ (73,237)
Adjusted For:				
Depreciation and amortization	14,989	15,374	45,002	45,635
Interest expense, net	4,355	5,001	13,067	14,613
Income tax expense (benefit)	(1,649)	(1,490)	(4,003)	(5,999)
Stock-based compensation expense	1,872	2,080	6,399	7,558
Legal and advisory non-recurring costs <sup>(1)</sup>	8,026	9,211	18,465	19,834
Change in fair value of warrants and interest rate collar	(3,390)	9,437	(24,122)	7,970
Amortization of related party liability <sup>(2)</sup>	(732)	(1,687)	(1,510)	(4,058)
Other costs <sup>(3)</sup>	1,089	3,409	1,852	6,467
<b>Adjusted EBITDA</b>	<b>11,415</b>	<b>4,879</b>	<b>29,099</b>	<b>18,783</b>
<b>Net Revenue</b>	\$ 70,203	\$ 53,683	\$ 201,785	\$ 163,021
<b>Net Loss % of Net Revenue</b>	(18.7)%	(67.9)%	(12.9)%	(44.9)%
<b>Adjusted EBITDA Margin</b>	16.3 %	9.1 %	14.4 %	11.5 %



<sup>1</sup> Includes mainly legal, advisory and consultant fees related to the financial restatement for FY 2022 and associated regulatory investigation. <sup>2</sup> Relates to the fair value of the related party liability for the unfavorable discount to the Obagi Medical China Business as part of the Business Combination. <sup>3</sup> Other non-recurring costs include the amortization of the fair value step-up as a result of the business combination, legal settlements, foreign currency transaction losses, the cost and gain of the recovery of inventory from the Vietnam distributor, product discontinuation costs related to advanced purchases for the Vietnam distributor, lease impairments and restructuring costs.

# BRANDS ADJUSTED EBITDA

	Obagi Medical				Milk Makeup			
	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>								
<b>Net (Loss) Income</b>	\$ (7,975)	\$ (11,647)	\$ (19,410)	\$ (23,906)	\$ 3,647	\$ (1,050)	\$ 8,573	\$ (1,700)
Adjusted For:								
Depreciation and amortization	10,405	10,853	31,195	31,578	4,584	4,521	13,808	14,057
Interest expense, net	3,001	3,325	9,323	9,303	(3)	162	2	586
Income tax expense (benefit)	(1,717)	(1,498)	(4,074)	(6,008)	8	–	8	1
Stock-based compensation expense	193	52	(793)	1,043	(43)	478	1,506	1,908
Legal and advisory non-recurring costs	3,238	583	3,993	583	–	27	–	27
Amortization of related party liability	(732)	(1,687)	(1,510)	(4,058)	–	–	–	–
Other costs	1,072	3,277	1,954	4,346	334	133	354	2,139
<b>Adjusted EBITDA</b>	\$ 7,484	\$ 3,258	\$ 20,678	\$ 12,882	\$ 8,526	\$ 4,272	\$ 24,249	\$ 17,016
<b>Net Revenue</b>	\$ 38,690	\$ 28,167	\$ 107,055	\$ 85,181	\$ 31,513	\$ 25,516	\$ 94,730	\$ 77,840
<b>Net (Loss) Income % of Net Revenue</b>	(20.6)%	(41.4)%	(18.1)%	(28.1)%	11.6%	(4.1)%	9.0%	(2.2)%
<b>Adjusted EBITDA Margin</b>	19.3%	11.6%	19.3%	15.1%	27.1%	16.7%	25.6%	21.9%



## CENTRAL COSTS ADJUSTED EBITDA

	Central costs			
	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
<i>(In thousands, except for percentages)</i>				
<b>Net Loss</b>	\$ (8,816)	\$ (23,759)	\$ (15,213)	\$ (47,631)
Adjusted For:				
Interest expense, net	1,357	1,514	3,742	4,723
Income tax expense	60	8	64	8
Stock-based compensation expense	1,723	1,549	5,686	4,608
Legal and advisory non-recurring costs	4,788	8,601	14,471	19,224
Change in fair value of warrants and interest rate collar	(3,390)	9,437	(24,122)	7,970
Other costs	(316)	(1)	(455)	(18)
<b>Adjusted EBITDA</b>	\$ (4,595)	\$ (2,651)	\$ (15,829)	\$ (11,116)
<b>Net Revenue</b>	N/A	N/A	N/A	N/A
<b>Net Loss % of Net Revenue</b>	N/A	N/A	N/A	N/A
<b>Adjusted EBITDA Margin</b>	N/A	N/A	N/A	N/A



# NET DEBT POSITION

<i>(In thousands)</i>	<b>Reconciliation of Net Carrying Amount of debt to Net Debt</b>
	\$ 27,699
Current portion of long-term debt	
Long-term debt	141,213
	<u>168,912</u>
Net carrying amount of debt	
Adjustments:	
Add: Unamortized debt issuance costs	2,715
Less: Cash & cash equivalents	<u>(17,648)</u>
<b>Net Debt</b>	<b><u>\$ 153,979</u></b>





# FULLY DILUTED SHARE COUNT

	<b>Shares</b>
Class A Ordinary Shares Outstanding (as of November 15, 2024)	111,818,130
Class A ordinary shares subject to outstanding stock options held by our executive officers that are currently exercisable or exercisable within 60 days of the record date	3,833,332
Class A ordinary shares subject to restricted stock units that are vested or will vest within 60 days of the record date, but have not yet been settled <sup>1</sup>	266,246
<b>Total Class A Outstanding with Dilutive Executive Awards</b>	<b>115,917,708</b>
Class B Shares Outstanding <sup>2</sup> (as of November 15, 2024)	10,766,528
Less: Dilutive Executive Shares from Above	4,099,578
Basic share outstanding	122,584,658
Vested employee RSUs <sup>1</sup>	266,246
<b>Basic shares outstanding</b>	<b>122,850,904</b>
	<b>No. of Shares</b>
	<b>Weighted Avg. Strike Price</b>
Unvested employee RSUs <sup>3</sup>	5,478,083
Vested employee stock rights with exercise prices <sup>4</sup>	10,215,200 \$ 11.20
Unvested employee stock rights with exercise prices <sup>4</sup>	8,062,239 \$ 13.87
<b>Total diluted shares outstanding</b>	<b>128,328,987</b>
Warrants <sup>5</sup>	29,533,282 \$ 11.50

 <sup>1</sup> Vested RSUs included in basic shares outstanding as they have been approved but not issued. <sup>2</sup> Waldencast plc Class B shares owned by former members of Milk Makeup. <sup>3</sup> Unvested RSUs includes awards granted in October 2024. <sup>4</sup> Dilution from employee stock rights with exercise prices assumes net share settlement under treasury stock method, based on WALD closing price on November 14, 2024. <sup>5</sup> Includes 17,869,732 Waldencast plc private placement warrants.

