

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your broker, bank manager, accountant or other appropriately authorized independent financial adviser in your jurisdiction.

This document contains details of the 2026 Annual General Meeting (the “**Annual General Meeting**”) of Waldencast plc (the “**Company**”).

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

Only those persons entered on the register of members of the Company as at 26 June 2026 (the “**Record Date**”) will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Whether or not you propose to attend the Annual General Meeting, you are encouraged to complete and submit the accompanying form of proxy (the “**Form of Proxy**”) or authorize the named proxies to vote your shares via the internet or telephone, in each case, in accordance with the instructions printed on it. If you wish to appoint someone other than the persons named on the Form of Proxy then please cross out their names and include the person who you wish to appoint and return the physical Form of Proxy. If submitting a physical Form of Proxy it must be completed, signed and returned so as to reach the Company’s proxy tabulator, Broadridge at 51 Mercedes Way, Edgewood, NY 11717, by no later than 5.00 p.m. BST on 31 July 2026. If you utilize the internet or phone alternatives to authorize the named proxies to vote your shares at the Annual General Meeting then your instructions must be received by 11.59 p.m. ET on 31 July 2026.

If you beneficially own our shares in “street name” through Cede & Co., as nominee for the Depositary Trust Company, as at the Record Date, you will receive a separate voting instruction card from your broker or nominee through whom you beneficially own your shares. You must follow any procedures or directions prescribed by your broker or nominee for the purposes of submitting your voting instructions; otherwise, your voting instructions may not be accepted by your broker or nominee. Your broker or nominee will submit your voting instructions according to your completed voting instruction card, and Cede & Co., the registered holder of the shares, or its appointed proxy, will vote your shares according to such voting instructions.

The return of a completed Form of Proxy or the authorization of proxies via the internet or telephone will not prevent a shareholder from attending the Annual General Meeting and voting in person if such shareholder wishes to do so, however, if a shareholder does attend and vote at the Annual General Meeting, any proxy appointments will be treated as revoked.

Shareholders can also listen to the proceedings at the Annual General Meeting and submit written questions via the following link www.virtualshareholdermeeting.com/WALD2026. To access the meeting please login with your 16-digit control number which you can find on your Form of Proxy if you are a shareholder of record or on your voting instruction card if you hold your shares in ‘street name’. Please note that to vote at the Annual General Meeting you will need to attend in person or appoint or authorize a proxy in accordance with the procedures set out in this Notice, as defined below.

Waldencast plc

Notice of 2026 Annual General Meeting
To be held at
Michelin House, 81 Fulham Road, London,
SW3 6RD
On 4 August 2026
at 5.00 p.m. BST

LETTER FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

13 July 2026

Dear shareholder,

2026 ANNUAL GENERAL MEETING

I am pleased to invite you to the 2026 Annual General Meeting of Waldencast plc to be held on 4 August 2026 at Michelin House, 81 Fulham Road, London, SW3 6RD at 5.00 p.m. BST.

The business of the Annual General Meeting will include the laying of the 2025 accounts, the re-appointment of the Class I directors and the re-appointment of the Company's auditors. In addition, resolutions will be proposed to permit the Company to acquire its own shares.

The formal notice convening the Annual General Meeting (the "**Notice**") and notes in relation thereto are set out on pages 6 to 8 of this document. Further explanatory notes to each of the resolutions to be considered at the Annual General Meeting as set out in the Notice (the "**Resolutions**") can be found beginning on pages 9 to 10 and additional information in relation to Resolutions 1-3, 5 and 6 is set out below.

Re-appointment of Directors (Resolutions 1-3)

The Class I directors are Kelly Brookie, Roberto Thompson and Aaron Chatterley, and they are due for re-appointment at the Annual General Meeting. To the extent all of the Class I re-appointments are made, the board of directors of the Company (the "**Board**") will, following the upcoming changes noted below, consist of eight members, each of whom possesses significant expertise, particularly in the beauty, financial and consumer products sectors. Biographies of the Class I directors standing for re-appointment are set out in the Explanatory Notes to the Notice of Annual General Meeting. In connection with the announced sale of Obagi it noted that as of the date of closing of the transaction Michel Brousset and Hind Sebti will resign from the Board. In addition, Mazdack Rassi will be appointed as a Class II director effective as of the date of the 2026 Annual General Meeting of Waldencast plc.

Repurchase of Shares (Resolutions 5-6)

The Board is seeking authority to make both off-market and on-market purchases of the Company's ordinary shares, in each case, on the terms and subject to the limits set out in the resolutions and in accordance with applicable law. The purpose of this authority is to provide the Board with the appropriate flexibility to manage the Company's capital in the manner it considers to be efficient, cost-effective and in the best interests of the Company. The authority would not oblige the Company to purchase any shares, and the Board would exercise the authority only if it considered that doing so would be in the best interests of the Company, having regard to the Company's financial position, capital requirements and prevailing market conditions.

PROCEDURE

Voting at the Annual General Meeting will be taken by poll. A Form of Proxy has been provided to enable you to vote in respect of the Resolutions. Whether or not you propose to attend the Annual General Meeting, you are encouraged to complete and submit the accompanying Form of Proxy or authorize the named proxies to vote your shares via the internet or telephone, in each case, in accordance with the instructions printed on the Form of Proxy. If you wish to appoint someone other than the persons named on the Form of Proxy then please cross out their names and include the person whom you wish to appoint and return the physical Form of Proxy. If submitting a physical Form of Proxy it must be completed, signed and returned so as to reach the Company's proxy tabulator, Broadridge at 51 Mercedes Way, Edgewood, NY 11717, by no later than 5.00 p.m. BST on 31 July 2026. A pre-paid envelope is included with this notice for the purpose of returning the Form of Proxy. If you utilize the internet or phone alternatives to authorize the named proxies to vote your shares then your instructions must be received by 11.59 p.m. ET on 31 July 2026. Further information regarding proxy appointments can be found starting on page 6 of this document. The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person, if you so wish.

Only those persons entered on the register of members of the Company as at the Record Date will be entitled to attend

or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. At the close of business on the Record Date, the Company had outstanding 120,766,576 Class A ordinary shares of a par value of US\$0.0001 (the “**Class A Ordinary Shares**”) and 7,834,337 Class B Ordinary shares of a par value of US\$0.0001 (the “**Class B Ordinary shares**”).

If you beneficially own our shares in “street name” through Cede & Co., as nominee for the Depositary Trust Company, as at the Record Date, you will receive a separate voting instruction card from your broker or nominee through whom you beneficially own your shares. You must follow any procedures or directions prescribed by your broker or nominee for the purposes of submitting your voting instructions; otherwise, your voting instructions may not be accepted by your broker or nominee. Your broker or nominee will submit your voting instructions according to your completed voting instruction card, and Cede & Co., the registered holder of the shares, or its appointed proxy, will vote your shares according to such voting instructions.

Shareholders can also listen to the proceedings at the Annual General Meeting and submit written questions via the following link www.virtualshareholdermeeting.com/WALD2026. To access the meeting please login with your 16-digit control number which you can find on your Form of Proxy if you are a shareholder of record or on your voting instruction card if you hold your shares in “street name”. Please note that to vote at the Annual General Meeting you will need to attend in person or appoint or authorize a proxy in accordance with the procedures set out in this Notice.

RECOMMENDATIONS

In the opinion of the directors of the Company, approval of each of the Resolutions to be proposed at the Annual General Meeting is in the best interests of the Company. Accordingly, the directors of the Company unanimously recommend that you vote in favor of each of the Resolutions at the Annual General Meeting, as they intend to do in respect of their own direct or indirect shareholdings in the Company.

I look forward to seeing you at the meeting.

Yours sincerely
Felipe Dutra
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of Waldencast plc (the “**Company**”) will be held at Michelin House, 81 Fulham Road, London, SW3 6RD on 4 August 2026 at 5.00 p.m. BST.

The purpose of the Annual General Meeting will be to lay the Company’s accounts and auditor’s report for the year ended 31 December 2025 before the Company’s shareholders and to ask the shareholders to pass the following ordinary resolutions:

Ordinary Resolutions

1. THAT Kelly Brookie be re-appointed as a Class I director of the Company.
2. THAT Roberto Thompson be re-appointed as a Class I director of the Company.
3. THAT Aaron Chatterley be re-appointed as a Class I director of the Company.
4. THAT Deloitte & Touche LLP be re-appointed as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company (unless otherwise decided by the Company’s Audit and Governance Committee) and that the Company’s Audit and Governance Committee be authorized to fix the remuneration of the auditor.
5. THAT pursuant to Article 57 of the Companies (Jersey) Law 1991, as amended (the “**Law**”), any purchases by the Company of up to a maximum of 120,766,576 Class A Ordinary Shares of par value of US\$0.0001 each (and any additional Class A Ordinary Shares that may be issued upon the conversion of any Class B Ordinary Shares) and up to a maximum of 7,834,337 Class B Ordinary Shares of par value of US\$0.0001 in the share capital of the Company under any contract approved in advance of any purchase by the directors of the Company and with such purchases being made in accordance with the Articles are hereby sanctioned provided that this authority will expire on the fifth anniversary of the passing of this resolution and any shares that are purchased may be held as treasury shares should the directors of the Company so decide.
6. THAT the Company be authorized for the purposes of Article 57 of the Law to make one or more purchases of its Class A Ordinary Shares on a securities exchange, provided that:
 - a. the maximum number of Class A Ordinary Shares hereby authorized to be purchased is 120,766,576 (and any additional Class A Ordinary Shares that may be issued upon the conversion of any Class B Ordinary Shares);
 - b. the minimum price (exclusive of expenses) which may be paid for each Class A Ordinary Share is an amount equal to the nominal value of such Class A Ordinary Share;
 - c. the maximum price (exclusive of expenses) which may be paid for each Class A Ordinary Share is not more than the higher of:
 - i. an amount equal to one hundred and five per cent (105%) of the average of the middle market quotations for an Ordinary Share (as derived from the official closing price as reported by Nasdaq) for the five business days immediately preceding the day on which that Class A Ordinary Share is contracted to be purchased; and
 - ii. an amount equal to the higher of: (i) the price of the last independent trade of a Class A Ordinary Share; and (ii) the highest current independent bid for a Class A Ordinary Share on Nasdaq at the time the purchase is carried out;
 - d. any shares that are purchased may be held as treasury shares should the directors of the Company so decide; and
 - e. such authority will expire on the fifth anniversary of the passing of this resolution.

Notes in relation to this Notice can be found overleaf.

13 July 2026

By order of the Board of Directors

Maples Company Secretary (Jersey) Limited
Company Secretary

Registered office:

2nd Floor, Sir Walter Raleigh House, 48-50 Esplanade, St. Helier, JE2 3QB, Jersey

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. *Registered holders:* The Company, pursuant to its memorandum and articles of association, as amended, (the “**Articles**”), specifies that only those persons entered on the register of members of the Company as at 26 June 2026 (the “**Record Date**”) will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after the Record Date will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Except as discussed below under “2. *Beneficial owners*” instructions in this Notice relating to appointment of proxies and voting by proxy apply only to registered holders.
2. *Beneficial owners:* If you beneficially own your shares in “street name” through Cede & Co., as nominee for the Depositary Trust Company, as at the Record Date, you will receive a separate voting instruction card from your broker or nominee through whom you own your shares. You must follow any procedures or directions prescribed by your broker or nominee for the purposes of submitting your voting instructions; otherwise, your voting instructions may not be accepted by your broker or nominee. Your broker or nominee will submit your voting instructions according to your completed voting instruction card, and Cede & Co., the registered holder of your shares, or its appointed proxy, will vote your shares according to such voting instructions. Your voting instructions must be received by your broker or nominee, so as to subsequently reach the Company’s proxy tabulator by no later than 5:00p.m. BST on 31 July 2026. You may also obtain a legal proxy from your broker or nominee to vote at the Annual General Meeting on behalf of the record holder, together with a proof of such record holder with respect to the holding of the shares at the Record Date.
3. Shareholders can also listen to the proceedings at the Annual General Meeting and submit written questions via the following link www.virtualshareholdermeeting.com/WALD2026. To access the meeting please login with your 16-digit control number which you can find on your Form of Proxy if you are a shareholder of record or on your voting instruction card if you hold your shares in “street name”. Please note that to vote at the Annual General Meeting you will need to attend in person or appoint or authorize a proxy in accordance with the procedures set out in this Notice.

Appointment and instruction of proxies

4. *Appointment of proxies:* Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
5. *Voting by physical proxy:* A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. To be valid, any Form of Proxy must be received by post at Broadridge, 51 Mercedes Way, Edgewood, NY 11717, by no later than 5:00p.m. BST on 31 July 2026. If you wish to appoint someone other than the persons named on the Form of Proxy then please cross out their names and include the person whom you wish to appoint.
6. *Effect of returning executed proxy without instructions:* If you are a registered holder and submit proxy voting instructions but do not direct how your shares should be voted on each item, the person(s) named as proxy or proxies (provided not the chairman of the Board (the “**Chairman**”) or another of our directors) will vote or abstain from voting at his or her discretion. If you appoint the Chairman or another director as your proxy on the Resolutions, he or she will vote in favor of the Resolutions. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
7. *Authorized signatories voting by proxy:* In the case of a shareholder which is a body corporate, the Form of Proxy must be executed under its common seal or signed on its behalf by an agent or officer authorized for that purpose.
8. *Powers of attorney for voting by proxy:* Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
9. *Joint shareholders:* If more than one of the joint holders of a share tenders a vote on a Resolution, the vote of

the senior who tenders a vote will be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which the names stand in the register in respect of the relevant share.

10. *Revocation of proxy vote:* If two or more valid but differing proxy appointments are received in respect of the same share, the one which is last received (regardless of its date or of the date of its execution) will be treated as replacing and revoking the others as regards that share, and if the Company is unable to determine which was last received, none of them will be treated as valid in respect of that share. Additionally, the return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so, however, if a shareholder does attend and vote at the Annual General Meeting any proxy appointment will be treated as revoked.
11. *Voting by Internet:* You may use the Internet to transmit your voting instructions by following the instructions on the Form of Proxy. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, dated, signed and returned the Form of Proxy. Internet voting is available until 11:59 p.m. ET on 31 July 2026. Have your Form of Proxy in hand when you access the website and follow the instructions provided.
12. *Voting by phone:* You may use any touch-tone telephone to transmit your voting instructions by following the instructions on the Form of Proxy. Your telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, dated, signed and returned the Form of Proxy. Telephone voting is available until 11:59 p.m. ET on 31 July 2026. Have your Form of Proxy in hand when you call and follow the instructions provided.
13. *Voting standard:* Resolutions 1-6 will be proposed as ordinary resolutions. This means that to pass, a simple majority of the votes cast at the Annual General Meeting must be in favor of each resolution.
14. *Withheld votes:* A vote withheld (also called an “abstention”) is not considered a “vote cast” and is therefore not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolutions. However, the vote will count as present and entitled to vote for purposes of determining a quorum.
15. *Broker non-votes:* A “broker non-vote” occurs when a broker or nominee of record holding shares for a beneficial owner does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers that hold shares in “street name” for clients typically have authority to vote (and are considered entitled to vote for purposes of a quorum) on “routine” proposals even when they have not received instructions from beneficial owners. Absent specific instructions from the beneficial owner of the shares, however, brokers are not allowed to exercise their voting discretion with respect to any proposals that are considered non-routine. We do not expect any of the proposals to be considered routine. If you hold your shares in “street name” and do not provide your broker with specific instructions regarding how to vote on any non-routine proposal, your broker will not be permitted to vote your shares on the proposal, resulting in a “broker non-vote”. Therefore, it is important for a shareholder that holds shares through a broker or nominee to instruct its broker or nominee how to vote its shares, if the shareholder wants its shares to count for all proposals.

Corporate representatives

16. *Authorization:* A body corporate which is a member of the Company may, by resolution of its board or other governing body, authorize any person or persons to act as its representative or representatives at the Annual General Meeting. A body corporate will be deemed to be present in person at the Annual General Meeting if one or more of its representatives is present at that meeting.
17. *Evidence of authority:* The Board or any director or the secretary may (but is not bound to) require evidence of the authority of any such representatives. Any authorization in writing purporting to be signed by an officer of, or other person duly authorized for the purpose by, the body corporate will be conclusive evidence of the authority of the representatives to act on behalf of the body corporate.
18. *Joint authority:* Where more than one person is authorized to represent a body corporate and more than one person purports to exercise a power on behalf of that body corporate, if each such person purports to exercise the power in the same way, the power is treated as exercised in that way; and if each such person does not purport to exercise the power in the same way, the power is treated as not exercised.

Voting

19. At the Annual General Meeting, voting on the Resolutions will be by way of a poll on the basis of one vote per share.

Communications

20. Members who have general queries about the Annual General Meeting should contact the Company's General Counsel at WaldencastAGM@waldencast.com. No other method of communication will be accepted. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Attendance

21. *Quorum*: The holders of a majority of the shares being individuals present in person (as defined in the Articles) at the Annual General Meeting will constitute a quorum.
22. *Attendance in Person*: Shareholders, or their proxies, intending to attend the Annual General Meeting in person are requested, if possible, to arrive at the venue for the Annual General Meeting at least 20 minutes prior to the commencement of the Annual General Meeting, so that their shareholding may be checked against the Company's register of members and attendances recorded.
23. Shareholders can also listen to the proceedings at the Annual General Meeting and submit written questions via the following link www.virtualshareholdermeeting.com/WALD2026. To access the meeting please login with your 16-digit control number which you can find on your Form of Proxy if you are a shareholder of record or on your voting instruction card if you hold your shares in "street name". Please note that to vote at the Annual General Meeting you will need to attend in person or appoint or authorize a proxy in accordance with the procedures set out in this Notice.

Other

24. *Notice*: A copy of this Notice can be found at <https://ir.waldencast.com/news-events/annual-meeting>.
25. *Solicitation Costs*: We are paying for the distribution of the proxy materials. As part of this process, we reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our shareholders. Proxy solicitation expenses that we will pay include those for preparation, mailing, returning and tabulating the proxies. Our directors, officers, and employees may also solicit proxies on our behalf in person, by telephone, email, or facsimile, but they do not receive additional compensation for providing those services.
26. *Publication of Results*: We will announce preliminary results at the Annual General Meeting. We will report final results by filing a Report of Foreign Private Issuer on Form 6-K (the "**Form 6-K**") with the U.S. Securities and Exchange Commission (the "**SEC**") promptly after the Annual General Meeting, but in any event within four business days following the date of the Annual General Meeting. If final results are not available at that time, we will provide preliminary voting results in the Form 6-K and will provide the final results in an amendment to the Form 6-K as soon as they become available. The results will also be published on our website as soon as practicable following the conclusion of the Annual General Meeting.
27. *SEC Filings*: The Company's filings with the SEC are available for viewing and downloading on the SEC's website at www.sec.gov as well as under the Investor Relations section of the Company's website at <https://ir.waldencast.com/>. Shareholders may download a copy of these documents without charge at <https://ir.waldencast.com/>. The Company is subject to the information reporting requirements of the Securities Exchange Act of 1934 (as amended, the "**Exchange Act**") that are applicable to foreign private issuers. The Company fulfills these requirements by filing reports with the SEC. As a foreign private issuer, the Company is exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this Notice should not be taken as an admission that the Company is subject to those proxy rules.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The laying of the 2025 Accounts before the Annual General Meeting

As a public company organized under the laws of the Bailiwick of Jersey, for each financial year audited accounts and an auditor's report must be laid before an annual general meeting. Those to be laid before the Annual General Meeting are in respect of the year ended 31 December 2025. A copy of the accounts is available on the Company's filing history at https://www.jerseyfsc.org/#search_registry.

Resolutions 1-3 – Re-appointment of directors

Under the Company's Articles, the directors of the Company are classified into three classes: Class I Directors, Class II Directors and Class III Directors. As noted above in the letter from the Chairman, Kelly Brookie, Roberto Thompson and Aaron Chatterley are the Class I Directors and they are due for reappointment at the Annual General Meeting.

At the Annual General Meeting, the Class I Directors must retire from office, but will each be eligible for reappointment. If re-appointed pursuant to the Resolutions, they will serve until the general meeting to be held in 2029.

Biographical details of each of the directors up for re-appointment at the Annual General Meeting are set out below:

Kelly Brookie has served as an independent director on our Board since September 2024. Ms. Brookie has years of experience in the areas of corporate strategy, valuation, financial analysis, and risk assessment. She served as an audit partner with Deloitte and has over 25 years of experience working with companies on accounting and auditing matters, transactions, transformation and strategic risks. Throughout her career, she has gained extensive expertise in financial accounting and reporting, internal controls processes, and governance. She is active in supporting multiple non-profit organizations including serving on boards and committees. She is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants. Ms. Brookie received her Bachelor's Degree in Political Science from the University of Washington and a Master of Accounting from University of Southern California. Ms. Brookie serves as Chairperson of the Audit and Governance Committee and as a member of the Compensation and Nomination Committee.

Roberto Thompson has served as a director on our Board since September 2024. Mr. Thompson is a co-founder and member of the Investment Committee of 3G Capital, a global investment firm headquartered in New York. Mr. Thompson has served on the board of directors of AB InBev, AmBev S.A., Restaurant Brands International, Lojas Americanas S.A., and StoneCo Ltd. He was one of the founding partners of GP Investments Ltd. and a member of its board of directors until 2010. He received a BS in Mechanical Engineering from Pontificia Universidade Católica do Rio de Janeiro and an MBA from The Wharton School of the University of Pennsylvania. Mr. Thompson is a member of The Graduate Executive Board of The Wharton School of the University of Pennsylvania, and of The International Council of The Metropolitan Museum of Art in New York. He is also a Patron of the Museum of Modern Art of São Paulo. Mr. Thompson serves as a member of the Finance Committee.

Aaron Chatterley has served as an independent director on our Board since December 2021. Mr. Chatterley founded the web development company SP New Media in 1996, where he served as the Chief Executive Officer until selling the company in 2000. In 2005, Mr. Chatterley co-founded the online beauty retailer, feelunique, where he served as the Chief Executive Officer until April 2014. Mr. Chatterley led the partial sale of feelunique to Palamon Capital Partners in December 2012, as well as the sale of feelunique to LVMH/Sephora in September 2021. In October 2021 he co-founded the teen beauty brand indu. In addition, since 2016 Mr. Chatterley has served as a Non-Executive Director of Digital Jersey, an economic development agency, and currently serves as an audit and risk committee member. Mr. Chatterley also serves as an Ambassador for The King's Trust Women Supporting Women, a youth charity organization. Mr. Chatterley serves as a member of the Audit and Governance Committee and the Compensation and Nomination Committee.

Resolution 4 – Re-appointment of auditor and its remuneration

Deloitte & Touche LLP has expressed its willingness to continue in office as auditor and Resolution 4, if passed, will approve their reappointment as auditors of the Company until the conclusion of the next annual general meeting, or until otherwise decided by the Company's Audit and Governance Committee, and will also authorize the Audit and Governance Committee to determine the remuneration of the auditors.

Resolutions 5 and 6 – Repurchase of Shares

Under the Law, a company may purchase its own shares and the Board is seeking authority to make both off-market and on-market purchases for a five year period.

The purpose of this authority is to provide the Board with the appropriate flexibility to manage the Company's capital in the manner it considers to be efficient, cost-effective and in the best interests of the Company. The authority would not oblige the Company to purchase any shares, and the Board would exercise the authority only if it considered that doing so would be in the best interests of the Company, having regard to the Company's financial position, capital requirements and prevailing market conditions.

Any shares purchased pursuant to Resolutions 5 or 6 may, at the Board's discretion, either be cancelled or held as treasury shares in accordance with Article 58A of the Law, depending on what the Board considers to be in the best interests of the Company at the relevant time. Holding shares in treasury would allow the Company to re-issue them in the future without the need for a fresh allotment, providing further flexibility.

