

**CHARTER OF THE AUDIT AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
WALDENCAST PLC  
ADOPTED ON AUGUST 10, 2022  
(Last Updated September 30, 2024)**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Audit and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Waldencast plc (the “*Company*”) is to (i) oversee the accounting and financial reporting processes of the Company and its subsidiaries, (ii) oversee the audits of the financial statements of the Company, (iii) oversee corporate governance matters relating to the Board and Committee as well as Company policies and procedures and (iv) to 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.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be designated by the Board to be an “audit committee financial expert,” as defined by Item 407(d) of Regulation S-K promulgated under the Securities Act of 1933, as amended.

**III. MEETINGS OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others, including employees, advisors or other board members to attend its meetings (or portions thereof) and to provide pertinent information as necessary (provided that if other directors are invited and present, they may participate in discussion but they may not vote on the agenda items). The Committee should meet separately on a periodic basis with (i) management, (ii) the director of the Company’s internal audit function or other person responsible for the internal audit function, if any, and (iii) the independent auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

The Committee shall maintain minutes of its meetings and records relating to those meetings. 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

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the Securities and Exchange Commission (the "**SEC**"), Nasdaq, or any other applicable regulatory authority:

##### I. *Selection, Evaluation, and Oversight of the Independent Auditors*

(a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 20-F or Form 10-K, as applicable, is referred to herein as the "**independent auditors**");

(b) Review and, in its sole discretion, approve in advance the independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the U.S. Sarbanes-Oxley Act of 2002 (the "**Act**") and the SEC rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and the independent auditors (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee/the chairperson of the Committee and the persons granting such approval shall report such approval to the Committee at the next scheduled meeting;

(c) Review the performance of the independent auditors, including the lead partner of the independent auditors, and, in its sole discretion (subject, if applicable, to shareholder ratification), make decisions regarding the replacement or termination of the independent auditors when circumstances warrant;

(d) Evaluate the independence of the independent auditors by, among other things:

(i) obtaining and reviewing from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Company required by applicable auditing standards of the Public Company Accounting Oversight Board (United States) ("**PCAOB**") and SEC rules;

(ii) monitoring compliance by the independent auditors with the audit partner rotation requirements contained in applicable SEC rules;

(iii) actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors;

- (iv) taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditors;
- (v) monitoring compliance by the Company of the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
- (vi) engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC and PCAOB rules;

## **2. *Oversight of Annual Audit and Quarterly Reviews***

(a) Review and discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;

(b) Review with management, the independent auditors and the Company's internal audit function, the following information which is required to be reported by the independent auditor:

- (i) all critical accounting policies and practices to be used;
- (ii) any critical audit matters arising from the current period audit;
- (iii) all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
- (iv) all other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted audit differences; and
- (v) any material financial arrangements of the Company which do not appear on the financial statements of the Company;

(c) Resolve all disagreements between the independent auditors and management regarding financial reporting matters;

## **3. *Oversight of Financial Reporting Process and Internal Controls***

(a) Review:

- (i) the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry and discussions with the independent auditors, management and director of the Company's internal audit function, if any; and
- (ii) the yearly report prepared by management, and attested to by the independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its

inclusion in the Company's Annual Report on Form 20-F or Form 10-K, as applicable;

(b) Review with the chief executive officer and chief financial officer and independent auditors, periodically, the following:

(iii) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(iv) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;

(c) Discuss guidelines and policies governing the process by which senior management of the Company assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(d) Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, assign additional internal audit projects to appropriate personnel;

(e) Receive periodic reports from the independent auditors, management and directors of the Company's internal audit function, if any, to assess the impact of the Company of significant accounting or financial reporting developments that may have a bearing on the Company.

(f) Review and discuss with the independent auditors the results of the year-end audit of the Company, including any comments or recommendations of the independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 20-F or Form 10-K, as applicable;

(g) Establish and maintain free and open means of communication between and among the Committee, the independent auditors and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;

(h) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), if any, as well as any financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (e.g., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);

#### **4. *Corporate Governance Matters***

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.

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

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

(e) 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.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

## **5. *Miscellaneous***

(a) Establish, implement and oversee the policies and procedures in the Company's Related Person Transactions Policy and review proposed transactions or courses of dealings requiring approval or ratification under such policy (including all transactions required to be disclosed by applicable SEC rules);

(b) Meet periodically with in-house and outside counsel when appropriate to review legal and regulatory matters, including any matters (i) that may have a material impact on the financial statements of the Company and (ii) involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees, or agents or breaches of fiduciary duty to the Company;

(c) Prepare the audit committee report, if any, required by the rules of the SEC to be included in the Company's annual proxy statement;

(d) Review the Company's other policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the independent auditors;

- (e) Review and approve in advance any services provided by the independent auditors to the Company's executive officers or members of their immediate families;
- (f) Review the Company's program to monitor compliance with the Company's Code of Ethics and Business Conduct;
- (g) Provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
  - (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
  - (ii) compensation to any advisers employed by the Committee; and
  - (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
- (h) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (i) Approve reimbursement of expenses incurred by management in connection with certain activities conducted on the Company's behalf, such as identifying potential target businesses;
- (j) Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company;
- (k) Review and assess the adequacy of this Charter on an annual basis;
- (l) Report regularly to the Board on its activities, as appropriate (in connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function); and
- (m) 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 meetings 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.

## **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.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit, or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable U.S. federal or state law.