



IBIT

**GRANTED WITH MODIFICATIONS**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE THE BEAUTY HEALTH COMPANY )  
CONSOLIDATED STOCKHOLDER ) C.A. No. 2024-0114-LWW  
LITIGATION

**SCHEDULING ORDER WITH RESPECT  
TO NOTICE AND SETTLEMENT HEARING**

WHEREAS, (a)(i) plaintiffs Margie Elstein and Richard Montague in the above-captioned consolidated derivative action (“Plaintiffs”), (ii) stockholder Monica Stan who served a litigation demand on the Board of Directors (“Stockholder”) of The Beauty Health Company (“Beauty Health” or “Company”) (collectively, “Plaintiffs”), individually and derivatively on behalf of Beauty Health (collectively, the “Action”), (b) defendants Brenton Saunders, Marla Beck, Michael Capellas, Julius Few, Desiree Gruber, Michelle C. Kerrick, Brian Miller, Doug Schillinger, Andrew Stanleick, Liyuan Woo (the “Individual Defendants”), and (c) nominal defendant Beauty Health (together with the Individual Defendants, “Defendants,” and collectively with Plaintiffs, the “Parties” and each a “Party”), have entered into a Stipulation of Settlement dated February 9, 2026 (“Stipulation”), which sets forth the terms and conditions of the proposed Settlement and dismissal with prejudice of the Action,<sup>1</sup> and provides for the full and final compromise,

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the same meaning ascribed to such terms in the Stipulation.

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discharge, release, and settlement of the Released Claims by the Releasing Parties as against the Released Parties, subject to the approval of the Court;

WHEREAS, the Court has read and considered the Stipulation and the exhibits attached thereto; and

WHEREAS, all Parties have consented to entry of this order.

NOW, upon application of the Parties, after review and consideration of the Stipulation and exhibits attached thereto, **IT IS HEREBY ORDERED** this \_\_\_ day of \_\_\_\_\_, 2026, as follows:

1. A hearing (the “Settlement Hearing”) shall be held on May 13, 2026 at 11:00 a.m. to: (a) determine whether the proposed Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, and adequate and in the best interests of Beauty Health and all Applicable Beauty Health Stockholders; (b) determine whether the Court should finally approve the Stipulation and enter the Order and Final Judgment (the “Final Judgment”) as provided in the Stipulation, dismissing the Action with prejudice and extinguishing and releasing the Released Claims; (c) hear and rule on any objections to the proposed Settlement; (d) determine whether the Court should approve Plaintiffs’ application for a Fee Award; and (e) rule on such other matters as the Court may deem appropriate.

2. The Settlement Hearing may be adjourned by the Court from time to time without further notice to anyone other than the Parties and any Objectors (as

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defined herein).

3. The Court reserves the right to approve the Stipulation at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice.

4. The Court approves, in form and content, the Notice of Pendency of Settlement of Action (the “Notice”) filed by the Parties as Exhibit C to the Stipulation and finds that the distribution of Notice in the manner set forth herein meets the requirements of Rule 23.1 of the Rules of the Court of Chancery of the State of Delaware and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all Applicable Beauty Health Stockholders.

5. Notice of the Settlement and the Settlement Hearing shall be given as follows:

- (a) Within twenty-one (21) days after entry of this scheduling order and no fewer than sixty (60) days before the Settlement Hearing (the “Notice Date”), Beauty Health shall file a copy of the Notice as an exhibit to a Form 8-K with the United States Securities and Exchange Commission and such Form 8-K shall note that the Stipulation and Notice can be found on Beauty Health’s website and include the webpage address;
- (b) No later than the Notice Date, Beauty Health shall post a copy of the

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Notice and the Stipulation (and exhibits thereto) on the Stock Information – Legal Notices page of Beauty Health’s website, and such documents shall remain posted to that website through the date of the Settlement Hearing;

- (c) No later than the Notice Date, Beauty Health shall publish the Summary Notice (the “Summary Notice”) filed by the Parties as Exhibit D to the Stipulation in *Investor’s Business Daily*;
- (d) No later than the Notice Date, Beauty Health shall publish the Summary Notice on an electronic newswire such as *PRNewswire* or *GlobeNewswire*; and
- (e) No later than the Notice Date, Plaintiffs’ Counsel shall cause the Stipulation and Notice to be posted on their respective websites, which documents shall remain posted to their respective websites through the date of the Settlement Hearing.

Beauty Health shall be solely responsible for paying the costs and expenses related to providing notice of the Settlement set forth in this paragraph or as otherwise required by the Court.

6. As set forth in the Notice, any record or beneficial stockholder of Beauty Health who objects to the Stipulation, the proposed Final Judgment, and/or the Fee Award who wishes to be heard (“Objector”) may appear in person or by his, her, or

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its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however*, that no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Final Judgment, unless he, she, or it has, no later than twenty (20) calendar days prior to the Settlement Hearing (unless the Court in its discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed with the Register in Chancery, Court of Chancery, New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801, and served upon counsel listed below, the following: (i) proof of current ownership of Beauty Health stock; (ii) a written notice of the Objector's intention to appear that states the Objector's name, address, and telephone number and, if represented, the Objector's counsel; (iii) a detailed statement of all of the grounds thereon and the reasons for the Objector's desire to appear and to be heard, and (iv) all documents or writings which the Objector desires the Court to consider. Such filings must be served upon the following counsel by hand delivery, overnight mail, or the Court's electronic filing and service system:

Blake A. Bennett  
**COOCH & TAYLOR, P.A.**  
The Brandywine Building  
1000 N. West Street  
Suite 1500  
Wilmington, Delaware 19801

*Counsel for Plaintiffs*

Brian M. Rostocki, Esq.  
John T. Miraglia, Esq.  
**REED SMITH LLP**  
1201 N. Market Street  
Suite 1500  
Wilmington, DE 19801

*Counsel for Defendants*

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7. Any Person who fails to object in the manner prescribed in paragraph 6 above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in the Action or any other action or proceeding or otherwise contesting the Stipulation or Fee Award, and will otherwise be bound by the Final Judgment to be entered and the releases to be given.

8. Plaintiffs shall file and serve their opening brief in support of the Settlement and their application for the requested Fee Award no later than forty-five (45) calendar days prior to the Settlement Hearing. Plaintiffs may file a brief in further support of the Settlement and their application for the requested Fee Award no later than ten (10) calendar days prior to the Settlement Hearing. Counsel for the Parties shall, at least ten (10) business days before the Settlement Hearing, file with the Court an appropriate affidavit with respect to compliance the public dissemination of the notice required by paragraph 5.

9. At least five (5) calendar days prior to the Settlement Hearing, the Parties may serve and file with the Court a joint response brief (or, at the Parties discretion, separate response briefs) to any objections made by an Objector pursuant to paragraph 7 above.

10. In the event that the Stipulation is not approved by the Court, the

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Settlement and any actions taken in connection therewith shall become null and void for all purposes, and all negotiations, transactions, and proceedings connected with it: (i) shall be without prejudice to the rights of any Party thereto; (ii) shall not be deemed to be construed as evidence, or an admission by any Party, of any fact, matter, or thing; and (iii) shall not be admissible in evidence or be used for any purpose in any subsequent proceedings in the Action or any other action or proceeding. In addition, in the event that the Stipulation is not approved by the Court, the Parties shall be deemed to have reverted to their respective status in the Action as of the date and time immediately prior to the execution of the Stipulation, and, except as otherwise expressly provided, the Parties shall proceed in all respects as if the Stipulation and any related orders had not been entered.

**11.** All proceedings in the Action (except proceedings as may be necessary to carry out the terms and conditions of the proposed Settlement) are hereby stayed and suspended until further order of the Court. Except as provided in the Stipulation, pending final determination of whether the Settlement should be approved, Plaintiffs in the Action, Stockholder and Applicable Beauty Health Stockholders are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Released Claim against any of the Individual Defendants or any of the Released Parties.

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12. The Court may, for good cause shown, extend any of the deadlines set forth in this order without further notice to anyone other than the Parties to the Action and any Objectors.

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Vice Chancellor Lori W. Will

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Lori W. Will

**File & Serve**

**Transaction ID:** 78425392

**Current Date:** Feb 20, 2026

**Case Number:** 2024-0114-LWW

**Case Name:** CONS w/ 2024-0463-LWW Margie Elstein, derivatively on behalf of The Beauty Health Company, v. Brenton Saunders, et al.

**Court Authorizer**

**Comments:**

I have reviewed the revised settlement papers at Dkt. 43. Although the stipulation of settlement addresses a mailing at Paragraph 13.3, the notice procedures outlined in the scheduling order do not.

This order is therefore modified to include that: No later than the Notice Date, Beauty Health shall mail a copy of the Notice to Beauty Health's stockholders of record.

If the parties are unable to meet the May 13 hearing date, please contact chambers for a later hearing.

**/s/ Judge Lori W. Will**