

# ONE SPA WORLD

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## OneSpaWorld Holdings Limited

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### CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

As adopted on March 19, 2019

#### I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of OneSpaWorld Holdings Limited (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend a code of conduct applicable to the Company; and (vi) provide oversight in the evaluation of the Board and each committee.

#### II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of two or more directors, each of whom must be determined by the Board to be “independent” under the rules of the Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Committee may, from time to time, delegate duties or responsibilities to one or more subcommittees.

#### III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, and at least once during each fiscal year. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. However, the Committee shall also meet regularly without such individuals present.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting. Any actions taken by the Committee during any period in which one or more of

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the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board, shall report regularly to the Board regarding its discussions and actions, and shall make recommendations to the Board as appropriate.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of outside advisors or experts, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Any communications between the Committee and any outside legal counsel will be privileged communications.

#### **IV. AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties hereunder, the Committee shall:

##### **A. Nominating Functions**

1. Determine criteria for selecting new directors, including desired board skills, experience and attributes, and identify and actively seek individuals qualified to become directors.
  2. Evaluate and select, or recommend to the Board, nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board. The Committee shall also review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
  3. Ensure that qualified director candidates with a diversity of gender, ethnicity and tenure are included in each pool of candidates from which Board nominees are chosen, and to review the Company's policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.
  4. Develop and recommend to the Board for approval standards for determining whether a director is independent.
  5. Consider any nominations of director candidates validly made by the Company's shareholders, review shareholder proposals and recommend Board responses, oversee engagement with shareholders and proxy advisory firms, and review proxy advisory firm policies and voting recommendations.
  6. Review and make recommendations to the Board concerning qualifications, appointment, and removal of committee members.
  7. Review the Board's leadership structure and recommend changes to the Board as appropriate.
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## **B. Corporate Governance Functions**

1. Develop, propose changes to the Board, or recommend for Board approval, and review on an ongoing basis the adequacy of the Company's memorandum and articles of association, and corporate governance guidelines applicable to the Company, including principles for director qualification standards, and diversity and sustainability and other corporate governance policies.
2. Consider and present to the Board for adoption a Code of Business Conduct and Ethics applicable to all employees and directors, which meets the requirements of Item 406 of the U.S. Securities and Exchange Commission's Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Business Conduct and Ethics. Review such Code of Business Conduct and Ethics periodically and recommend such changes to such Code of Business Conduct and Ethics as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct and Ethics.
3. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.
4. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
5. Review emerging corporate governance trends and practices, and recommend changes to the Company's corporate governance practices to the Board.
6. Assist the Board in developing criteria for the evaluation of Board and committee performance.
7. Assist the Board in its evaluation of the performance of the Board and each committee of the Board.
8. Perform any other activities consistent with this Charter, the Company's Memorandum and Articles of Association, and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. PERIODIC REVIEW**

The Committee shall periodically review the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.

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