ONESPAWORLD

AT SEA. ON LAND.

May 22, 2020

Dear Fellow Shareholders:

The Board of OneSpaWorld ("OSW") is asking for your vote at our Annual Meeting on June 10, 2020 – **"FOR"** approval of the vital $75 million equity financing announced on April 30, 2020. This financing is essential to fund our operations while our business is impaired due to the COVID-19 pandemic. It will also enable us to remain in compliance with our debt facilities and position us to drive shareholder value as our cruise line partners resume voyages and our destination resorts reopen. **Without your approval of this financing, there is substantial doubt about OSW's ability to continue as a going concern and the value of your shares will be imperiled.**

YOUR BOARD OF DIRECTORS URGES YOU TO VOTE "FOR" THIS ESSENTIAL EQUITY FINANCING

Your Board and management team believe strongly in the future of OSW and its ability to drive shareholder value. Indeed, we began 2020 with outstanding momentum across our business with our global market share at sea at an all-time high of over 90%. The onset of the pandemic significantly impacted our business and the cruise industry on which we are highly dependent. In response, we took immediate action to protect our staff, eliminate non-essential expenditures, preserve our liquidity, support our cruise line partners, and optimize our operating platform. However, the cancellation of all voyages and closing of most of our destination resorts effectively eliminates our ability to generate revenue and – as we said in our 10-Q filed on May 13, 2020 – absent this critical financing, there is substantial doubt about OSW's ability to continue as a going concern.

Your Board Ran a Thorough Process to Secure the Best Available Financing Option

Upon emergence of the pandemic and receipt of a financing proposal from Steiner Leisure Limited ("SLL"), a major shareholder of OSW, the Board formed a Special Committee to secure the required financing on the best available terms under unprecedented circumstances. To advise us, we engaged Nomura Securities as our financial advisor and DLA Piper as legal counsel, both of whom have extensive experience with OSW and our industry. To ensure we remain compliant with our financial covenant as of June 30, 2020, and avoid other potential compliance issues under our debt facilities, your Board determined it was critical that any financing be completed in a timely manner and that our lenders agree to amendments to these debt facilities. In addition, the financing needed to be at least $75 million to provide necessary liquidity while our business is impaired, to ensure compliance with the financial covenant in our debt facilities, and to have our lenders agree to the required amendments (whose continued effectiveness is conditioned upon receipt of $75 million of equity financing). Failure to comply with the financial covenant or other provisions in our debt facilities would result in our lenders having the right to force accelerated repayment of our debt, which would have a material adverse impact on the value of OSW shares.

Based on their assessment of actionable financing alternatives, including input from our lenders, the Special Committee authorized Nomura to solicit institutional investors with the ability to quickly execute an equity financing that met the required criteria under the highly challenging circumstances facing OSW. Nomura contacted 19 qualified parties, including seven private equity firms, seven long-only investors, two hedge funds and three family offices/sovereign wealth funds. Five proposals were ultimately received. Certain of these potential investors, including SLL, requested Board and management participation in the investment to demonstrate confidence in OSW's future.

After thorough vetting of the merits and risks of each proposal, and negotiating substantially improved terms from SLL, the Special Committee unanimously determined that the SLL-led equity financing of $75 million was superior to all alternatives and in the best interest of OSW and its shareholders. Duff & Phelps rendered a fairness opinion with respect to the transaction supporting this determination.

SLL is the prior owner of OSW and has a deep understanding of our business, our competitive positioning, and our value drivers – and has not sold any of its OSW stock since closing of the business combination transactions. As such, SLL was able to offer the most attractive proposal based on our key criteria: valuation, structure, timing, degree of certainty, and avoidance of adverse tax consequences to the Company.

The Special Committee's reasons for recommending that shareholders approve the equity financing and the proposals to be voted on at the Annual Meeting are more fully set forth in OSW's definitive proxy statement filed with the SEC on May 22, 2020.

Why Your Board is Convinced This is the Right Solution

We believe the $75 million equity financing will enable OSW to survive more than 24 months without significant revenues. If we receive this financing, we do not expect to need additional financing during that time and will be able to remain in compliance with our debt facilities. The Board believes consummation of the equity financing will enable us to quickly restart operations when our cruise line partners resume sailing, facilitate innovation in our service and product offerings and wellness experiences, and position us for long-term operation and growth. The Board also believes the debt facility amendments – which will only remain effective if the equity financing is consummated – will provide us with additional operational flexibility vis-à-vis our key cruise line and resort partners and product suppliers.

What Happens if the Private Placement Proposals Are Not Approved?

If OSW shareholders do not approve Proposals 3 and 4, we cannot complete the equity financing and will need to obtain adequate alternative financing in order to remain in compliance with our debt facilities, enhance our liquidity position, and fund our operations while our business is impaired. Adequate funds may not be available on a timely basis, and if we do not receive sufficient capital, we may be required to further reduce our limited operations and may have insufficient funds to pay our existing accounts payable. Furthermore, there can be no guarantee that we will be able to effect another long-term financing option on terms as favorable as the proposed transaction or in an amount sufficient to satisfy OSW's long term liquidity needs. As we stated in our 10-Q filed on May 13, 2020, absent this critical financing, OSW may not be able to survive as a going concern.

YOUR BOARD OF DIRECTORS URGES YOU TO VOTE "FOR" THE PRIVATE PLACEMENT PROPOSALS TO PROTECT YOUR INVESTMENT

YOUR VOTE IS CRITICAL. We urge you to vote **"FOR"** the private placement proposals at our upcoming Annual Meeting on June 10, 2020. You will be able to vote by mail or online as described on the enclosed proxy card.

On behalf of our Board of Directors, I want to thank you for your continued support and confidence during these challenging times.

Sincerely,

Leonard Fluxman
Executive Chairman