

e.l.f. Beauty, Inc.

Nominating and Corporate Governance Committee Charter

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of e.l.f. Beauty, Inc., a Delaware corporation (the “*Company*”), on September 22, 2016 and amended on May 19, 2020, May 20, 2021, August 25, 2022, and August 24, 2023.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of corporate governance guidelines and to oversee the evaluation of the Board and management.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Company’s bylaws. The Committee shall have access to internal advisors and other resources within the Company to assist it in carrying out its duties and responsibilities.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company’s corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the corporate governance guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

5. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

6. *Lead Independent Director Guidelines.* The Committee will develop and recommend to the Board the lead independent director guidelines. The Committee, in consultation with the Lead Independent Director (if any), will periodically review the adequacy of such lead independent director guidelines and recommend to the Board any modifications or changes for approval by the Board.

7. *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

8. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board and its committees.

9. *Environmental, Social, and Governance.* The Committee will develop and provide oversight for, and will recommend to the Board where applicable, the Company's initiatives, policies, practices, and reporting regarding corporate sustainability and environmental, social, and related governance matters (including those related to environmental sustainability, social and ethical issues, human capital management, responsible sourcing, and strengthening community).

10. *Stock Ownership Policy.* The Committee shall be responsible for monitoring compliance with and otherwise administering the Company's stock ownership policy for directors and executive officers that is adopted by the Board, unless the Board determines to administer such policy itself. The Committee shall periodically review and reassess such policy and may amend, modify or terminate such policy.

11. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Board's other committees, as well as policies and procedures for stockholder communications with the Board.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.