

## ODDITY TECH LTD.

### CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of ODDITY Tech Ltd. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Articles of Association (as may be amended from time to time, the “Articles”), and other corporate governance documents. In the event of any conflict between any applicable laws, the Articles or other corporate governance documents and these Guidelines, the applicable laws, the Articles and other corporate governance documents shall supersede these Guidelines. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws or regulations.

#### **I. The Board**

##### A. Independence of the Board

Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market LLC (“Nasdaq”), the Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) as required under Nasdaq rules. In addition, the Board will meet applicable requirements of the Israeli Companies Law 5759-1999 (the “Companies Law”) with respect to “external directors” (as defined under the Companies Law) and independent directors (as defined under the Companies Law).

##### B. Executive Sessions

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will, at times, meet in executive session at Board meetings with no members of management present. The Independent Directors will meet in executive session without non-Independent Directors or management present at least once per year. Each executive session of the non-management directors or Independent Directors will be presided over by the Chair of the Board, if the Chair of the Board qualifies as independent, or by the lead independent director, if any, if the Chair of the Board does not qualify as independent or by a director designated by the Independent Directors.

##### C. Lead Independent Director

If the Chair of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may elect a lead independent director. The lead independent director’s responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the

Independent Directors and the Chief Executive Officer and Chair of the Board. At such times as the Chair of the Board is an Independent Director, the Chair of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

D. Director Qualification Standards and Additional Selection Criteria

The Nominating, Governance and Sustainability Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating, Governance and Sustainability Committee and the Board may also consider the additional selection criteria listed in Attachment A.

E. Selection of New Directors

The Board is divided into three (3) classes. As a result, approximately one-third (1/3) of the Board will stand for election by the shareholders of the Company each year at the Company's annual meeting for three (3) year terms. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the shareholders. In accordance with the Articles, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of shareholders. The Nominating, Governance and Sustainability Committee is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

F. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management may provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

G. Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating, Governance and Sustainability Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Nominating, Governance and Sustainability Committee the Chair of the Board, or otherwise make the Company aware of such position. The Nominating, Governance and Sustainability Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with these guidelines and the Company's conflict of interest policies.

H. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating, Governance and Sustainability Committee of such circumstances. The Nominating, Governance and Sustainability Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

I. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all shareholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders.

J. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of shareholders. The Compensation Committee will review and make recommendations to the Board and the Company's shareholders at the General Meeting regarding the cash and equity compensation of directors (while considering the Compensation Policy).

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

Compensation of external directors shall comply with the Israeli Companies Regulations (Rules Regarding External Directors Compensation and Expenses) – 2000 and the Companies Regulations (Reliefs for Companies Whose Securities are Listed on a Stock Exchange Outside of Israel) - 2000.

K. Board Access to Senior Management

The Board will have sufficient access to Company management to ensure that directors can ask any questions and receive all information reasonably necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Chair of the Board or the lead independent director (if any), or if none is available or appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

L. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

M. Communications with Analysts, Press and Customers

To help foster input and insight from the Company's shareholders and other interested parties (collectively, "Stakeholders"), a Stakeholder may communicate with, or otherwise make their concerns known directly to, the Chair of the Board, the lead independent director, if any, any Chair of a committee of the Board, or the Independent Directors, by addressing such communications to the intended recipient by name or position in care of: IM Professional Makeup Inc. 110 Greene Street, New York, New York 10012, Attn: Chief Legal Officer. The Chief Legal Officer will forward such communications to the appropriate party. If the person submitting the communication is not a shareholder and is submitting the communication as an interested party, the communication must state the nature of the person's interest in the Company.

The Board believes that management speaks for the Company. Each director should refer all inquiries from Stakeholders, including analysts, shareholders, customers and the press, regarding the Company's operations to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various Stakeholders that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chair of the Board. For additional information, see the Company's Regulation FD Policy.

## II. **Board Meetings**

A. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the

Board is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

**B. Advance Receipt of Meeting Materials**

Information regarding the topics to be considered at a meeting is essential to the Board’s understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

**III. Committee Matters**

The Board currently has three standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating, Governance and Sustainability Committee (the " Board Committees"). Each committee will perform its duties as assigned by the Board in compliance with the Companies Law, the Articles and the committee’s charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

The composition of the Board Committees shall be in line with the requirements of the Companies Law and the regulations promulgated thereunder, including with respect to the number of external and independent directors required to serve on such committees.

Subject to any applicable law, the Board may form, merge, or dissolve additional committees, as it deems appropriate.

**IV. Succession Planning**

The Board (or a committee delegated by the Board) will work on a periodic basis with the Chief Executive Officer to evaluate the Company’s succession plans for the Chief Executive Officer and other executive officers, including an emergency succession plan for the Chief Executive Officer.

**V. Risk Management**

The Board and the Board committees shall have an active role in overseeing management of the Company’s risks. The Board shall regularly review information regarding the Company’s credit, liquidity and operations, as well as the risks associated with each.

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Effective Date: [ ● ], 2023

## **ATTACHMENT A TO ODDITY TECH LTD. CORPORATE GOVERNANCE GUIDELINES**

### **DIRECTOR QUALIFICATION STANDARDS AND ADDITIONAL SELECTION CRITERIA**

#### **Director Qualification Standards:**

The Nominating, Governance and Sustainability Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments. The Board believes that its membership should reflect a diversity of experience, qualifications, skills, gender, race, and age in order to ensure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

#### **Additional Selection Criteria:**

In evaluating director candidates, the Nominating, Governance and Sustainability Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry;
- D. The strength of the candidate's leadership skills;
- E. The candidate's accounting or financial expertise or professional qualifications, as defined in Section 240 of the Companies Law.
- F. The candidate's experience in executive compensation practices;
- G. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- H. The candidate's diversity of background and perspective, including, but not limited to, with respect to age, gender, race, and geographic background as well as diversity of expertise and experience in substantive matters pertaining to the Company's business relative to other board members.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Nominating, Governance and Sustainability Committee and the Board are committed to actively seeking out highly qualified women and individuals from underrepresented minorities to include in the pool from which new Board candidates are chosen. Each individual will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business.