

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: June 16, 2022
(Date of earliest event reported: June 12, 2022)

Commission File Number	Registrant; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-11178	Revlon, Inc. Delaware One New York Plaza New York, New York, 10004 212-527-4000	13-3662955
33-59650	Revlon Consumer Products Corporation Delaware One New York Plaza New York, New York, 10004 212-527-4000	13-3662953

Former Name or Former Address, if Changed Since Last Report: None

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) or 12(g) of the Act:

	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Revlon, Inc.	Class A Common Stock	REV	New York Stock Exchange
Revlon Consumer Products Corporation	None	N/A	N/A

Indicate by check mark whether each registrant is an "emerging growth company" as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter) in Rule 12b-2 of the Exchange Act.

	Emerging Growth Company
Revlon, Inc.	<input type="checkbox"/>
Revlon Consumer Products Corporation	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02. Termination of a Material Definitive Agreement.

On June 12, 2022, E. Scott Beattie, a current member of the board of directors (the “Board”) of Revlon, Inc. (“Revlon” or the “Company”) and the Company entered into a mutual agreement to terminate (the “Mutual Termination Letter”) Mr. Beattie’s previously disclosed consulting agreement with the Company, dated as of March 11, 2020 (as amended through May 4, 2022, the “Beattie Consulting Agreement”). Pursuant to the terms of the Mutual Termination Letter, the Beattie Consulting Agreement was terminated and all unvested restricted stock units of the Company granted to Mr. Beattie pursuant to the Beattie Consulting Agreement were forfeited as of the date thereof for no consideration. Following the Mutual Termination Letter, Mr. Beattie remains a member of the Board, but he is no longer obligated to provide separate advisory services pursuant to, and will not receive further compensation under, the Beattie Consulting Agreement.

Item 1.03. Bankruptcy or Receivership.

Chapter 11 Filing

On June 15, 2022 (the “Petition Date”), the Company and certain of its subsidiaries listed in Exhibit 99.1, including Revlon Consumer Products Corporation (“Products Corporation”) (collectively, the “Filing Subsidiaries” and, together with the Company, the “Debtors”), filed voluntary petitions (the “Bankruptcy Petitions”) for reorganization under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (such court, the “Court” and such cases, the “Cases”). The Debtors will continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court. To ensure their ability to continue operating in the ordinary course of business, the Debtors have filed with the Court motions seeking a variety of “first-day” relief (collectively, the “First Day Motions”), including authority to obtain debtor-in-possession financing, pay employee wages and benefits and pay vendors and suppliers in the ordinary course for all goods and services provided after the Petition Date.

Debtor-in-Possession Financing

In connection with the Bankruptcy Petitions, the Debtors expect to seek approval from the Court to enter into (i) a superpriority senior secured debtor-in-possession asset-based loan facility (the “DIP ABL Facility”), in the maximum aggregate principal amount of \$400 million, with certain financial institutions party thereto as lenders and MidCap Funding IV Trust, as administrative agent and collateral agent, (ii) a superpriority senior secured debtor-in-possession term loan facility (the “DIP Term Loan Facility”), in the aggregate principal amount of \$575 million, with certain financial institutions party thereto as lenders and Jefferies Finance, LLC, as administrative agent and collateral agent, and (iii) a superpriority junior secured debtor-in-possession intercompany credit facility (the “Intercompany DIP Facility”) and, together with the DIP ABL Facility and the DIP Term Loan Facility, the “DIP Facilities”) with the Debtors that are BrandCos (as defined in the BrandCo Credit Agreement referred to below) (the “BrandCos”).

The DIP ABL Facility, among other things, is expected to provide for (i) an asset-based revolving credit facility in the amount of \$270 million (the “Tranche A DIP ABL Facility”), the initial proceeds of which will be used to refinance the Tranche A Revolving Secured Obligations (as defined in the ABL Credit Agreement referred to below), and (ii) an asset-based term loan facility in the amount of \$130 million, the proceeds of which will be used to refinance the SISO Secured Obligations (as defined in the ABL Credit Agreement). The remaining proceeds of the DIP ABL Facility are expected to be used for general corporate purposes of the Debtors, including to pay expenses in connection with the Cases.

The maturity date of the DIP ABL Facility is expected to be the earliest of (i) 365 calendar days after the closing date of the DIP Term Loan Facility (the “Stated Maturity Date”), with an option to extend to the earlier of 180 days after the Stated Maturity Date and the extended maturity date of the DIP Term Loan Facility following the exercise by Products Corporation of its option to extend the maturity date thereunder; (ii) July 20, 2022, if a final order approving the DIP ABL Facility has not been entered by the Court on or before such date; (iii) the effective date of any chapter 11 plan for the reorganization of any Debtor; (iv) the consummation of any sale or other disposition of all or substantially all of the assets of the Debtors pursuant to Bankruptcy Code §363; (v) the date of the acceleration of the DIP ABL Facility and termination of the corresponding commitments in accordance with the definitive documents governing the DIP ABL Facility; (vi) the date the Bankruptcy Court orders the conversion of the Cases of any of the Debtors to a chapter 7 liquidation, (vii) the rejection or termination of the BrandCo License Agreements (as defined in the BrandCo Credit Agreement) and (viii) the dismissal of the Cases of any Debtor without the consent of the holders of more than 50% of the loans and commitments under the Tranche A DIP ABL Facility. The outstanding principal of the DIP ABL Facility will be due and payable in full on the maturity date.

The DIP ABL Facility is expected to be secured by a perfected (i) first priority priming security interest and lien on substantially all assets of the Debtors (other than the BrandCos and Beautyge I, an exempted company incorporated in the Cayman Islands (“Beautyge I”)) constituting ABL Facility First Priority Collateral (as defined in the ABL Credit Agreement), (ii) junior priority priming security interest and lien on substantially all assets of the Debtors (other than the BrandCos and Beautyge I) constituting Term Facility First Priority Collateral (as defined in the ABL Credit Agreement), and (iii) security interests and liens on substantially all assets of the Debtors (other than the BrandCos and Beautyge I) that was not, on the Petition Date, subject to valid, unavoidable and perfected security interests and liens, pursuant to Bankruptcy Code §364(c)(2), with the following priority: if such collateral is of the same nature, scope and type as (a) ABL Facility First Priority Collateral, on a first priority senior priming basis, and (b) Term Facility First Priority Collateral, on a junior priority basis subject to the liens in favor of the DIP Term Loan Facility, the Intercompany DIP Facility and any adequate protection liens granted to certain of Products Corporation’s secured creditors (the collateral for the DIP ABL Facility, the “Opco DIP Collateral”). The DIP ABL Facility is expected to be subject to certain customary and appropriate conditions for financings of similar type.

The DIP ABL Facility is expected to be subject to customary affirmative and negative covenants and events of default for postpetition financing of this type, including, without limitation, customary “milestones” for progress in the Cases, including without limitation the filing of a disclosure statement to solicit votes on a plan of reorganization and the entry of an order by the Court confirming such plan of reorganization.

The terms of the DIP ABL Facility are subject to continued negotiations between the Debtors, the lenders thereunder, and certain of the Debtors’ prepetition creditors and parties in interest.

The DIP Term Loan Facility, among other things, is expected to provide for a term loan facility in the amount of \$575 million, the proceeds of which will be used to refinance obligations under the Foreign ABTL Credit Agreement referred to below and for general corporate purposes of the Debtors, including to pay expenses in connection with the Cases.

The maturity date of the DIP Term Loan Facility is expected to be the earliest of (i) 365 calendar days after the closing date of the DIP Term Loan Facility, with an option to extend by up to 180 days at the option of Products Corporation; (ii) July 20, 2022, if a final order approving the DIP Term Facility has not been entered by the Court on or before such date; (iii) the effective date of any chapter 11 plan for the reorganization of any Debtor; (iv) the consummation of any sale or other disposition of all or substantially all of the assets of the Debtors pursuant to Bankruptcy Code §363; and (v) the date of acceleration or termination of the DIP Term Loan Facility in accordance with the definitive documents governing the DIP Term Loan Facility. The outstanding principal of the DIP Term Loan Facility will be due and payable in full on the maturity date.

The DIP Term Loan Facility is expected to be secured by a perfected (i) first priority priming security interest and lien on the Term Facility First Priority Collateral, (ii) junior priority priming security interest and lien on the ABL Facility First Priority Collateral, and (iii) a first priority security interest and lien on substantially all the assets of the BrandCos and Beautyge I, and (iv) security interests and liens on substantially all assets of the Debtors that was not, on the Petition Date, subject to valid, unavoidable and perfected security interests and liens, pursuant to Bankruptcy Code §364(c)(2), with the following priority: if such collateral is of the same nature, scope and type as (a) Term Facility First Priority Collateral, on a first priority senior priming basis, and (b) ABL Facility First Priority Collateral, on a junior priority priming basis subject to the liens in favor of the ABL DIP Facility and any adequate protection liens granted to certain of Products Corporation’s secured creditors. The DIP Term Loan Facility is expected to be subject to certain customary and appropriate conditions for financings of similar type.

The DIP Term Loan Facility is expected to be subject to customary affirmative and negative covenants and events of default for postpetition financing of this type, including, without limitation, customary “milestones” for progress in the Cases, including without limitation the filing of a disclosure statement to solicit votes on a plan of reorganization and the entry of an order by the Court confirming such plan of reorganization.

The terms of the DIP Term Loan Facility are subject to continued negotiations between the Debtors, the lenders thereunder, and certain of the Debtors' prepetition creditors and parties in interest.

Pursuant to the Intercompany DIP Facility, it is expected that term loans would be automatically deemed to be provided by the BrandCos to Products Corporation in the amount of, and in full satisfaction of the obligation of Products Corporation to pay, amounts payable from time to time by Products Corporation to the BrandCos under the BrandCo Licenses. The loans under the Intercompany DIP Facility are expected to be secured by a fully perfected security interest and lien on all of the Opco DIP Collateral, immediately junior to the liens and security interests on the Opco DIP Collateral securing the DIP Term Loan Facility. The loans under the Intercompany DIP Facility are expected to bear interest at a rate to be determined and are expected to mature on the maturity date of the DIP Term Loan Facility.

The terms of the Intercompany DIP Facility are subject to continued negotiations among the Debtors and certain of the Debtors' prepetition creditors and parties in interest.

Foreign ABTL Credit Agreement

Pursuant to that certain First Forbearance Agreement and Second Amendment to the Credit Agreement, dated as of June 15, 2022, among the parties to that certain Asset-Based Term Loan Credit Agreement, dated as of March 2, 2021 (as amended, modified or supplemented from time to time, the "Foreign ABTL Credit Agreement") by and among Revlon Finance LLC, as the borrower (the "Foreign ABTL Borrower"), the guarantors party thereto, the lenders party thereto (the "Foreign ABTL Lenders"), and Blue Torch Finance LLC ("Blue Torch"), as administrative agent and collateral agent, Blue Torch and the Foreign ABTL Lenders have agreed, upon payment of a forbearance fee and other customary conditions, to (i) forbear from exercising remedies under the Foreign ABTL Credit Agreement as a result of certain specified defaults that will arise as a result of the filing of the Bankruptcy Petitions and (ii) amend the Foreign ABTL Credit Agreement in certain respects as a condition to the proposed forbearance. It is anticipated that all obligations outstanding under the Foreign ABTL Credit Agreement will be repaid in full in connection with the initial borrowing under the DIP Term Loan Facility.

Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

The filing of the Bankruptcy Petitions described in Item 1.03 above constitutes an event of default that accelerated the Company's obligations under the following debt instruments (the "Debt Instruments"):

- Term Loan Agreement, dated as of September 7, 2016 (as amended, modified or supplemented from time to time), by and among Products Corporation, the Company, certain lenders party thereto and Citibank, N.A., as administrative agent and collateral agent;
- Asset-Based Revolving Credit Agreement, dated as of September 7, 2016 (as amended, modified or supplemented from time to time, the "ABL Credit Agreement"), by and among Products Corporation, certain local borrowing subsidiaries from time to time party thereto, the Company, certain lenders party thereto and MidCap Funding IV Trust, as administrative agent and collateral agent;

- BrandCo Credit Agreement, dated as of May 7, 2020 (as amended, modified or supplemented from time to time, the “BrandCo Credit Agreement”), by and among Products Corporation, the Company, the other loan parties and lenders party thereto and Jefferies Finance LLC, as administrative agent and each collateral agent; and
- Indenture, dated as of August 4, 2016 (as amended, modified or supplemented from time to time), between Products Corporation and U.S. Bank National Association, as Trustee, governing the 6.25% Senior Notes which mature on August 1, 2024.

The Debt Instruments provide that as a result of the Bankruptcy Petitions, the principal and interest due thereunder shall be immediately due and payable. Any efforts to enforce such payment obligations under the Debt Instruments are automatically stayed as a result of the Bankruptcy Petitions, and the creditors’ rights of enforcement in respect of the Debt Instruments are subject to the applicable provisions of the Bankruptcy Code. In addition, the filing of the Bankruptcy Petitions described in Item 1.03 above and resulting event of default under the Debt Instruments constitute an event of default under the Foreign ABTL Credit Agreement. The Foreign ABTL Lenders have agreed not to enforce remedies, subject to the terms and conditions of the forbearance agreement described above.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Appointment

On June 15, 2022, D.J. “Jan” Baker, Esq. was elected as a director of the Board of the Company, effective immediately. With this election, Revlon’s Board of Directors is comprised of 10 members, 7 of whom constitute independent directors under applicable New York Stock Exchange (“NYSE”) and SEC standards. There is no arrangement or understanding between Mr. Baker and any other person pursuant to which he was selected as a director. Mr. Baker has also been appointed as a member of the restructuring committee of the Board (the “Restructuring Committee”) and the Investigation Committee of the Board (the “Investigation Committee”), each as described below. Mr. Baker’s compensation for service on the Board will consist solely of (i) the monthly fee paid to members of the Restructuring Committee and (ii) the \$10,000 annual retainer for service on the Investigation Committee, each as discussed below. Mr. Baker will not receive the annual retainer of \$115,000 paid to certain other members of the Board not serving on the Restructuring Committee (such retainer, the “Annual Retainer”).

Restructuring Committee

The Board has formed a Restructuring Committee to oversee all key matters in connection with the Cases. The duties of the Company’s compensation committee will also be delegated to the Restructuring Committee.

The members of the Restructuring Committee are Alan Bernikow, E. Scott Beattie, Victor Nichols, Barry Schwartz and Mr. Baker. Each member of the Restructuring Committee will receive a fee of \$45,000 per month for his service on the Restructuring Committee and will waive the right to receive the Annual Retainer.

Investigation Committee

The Board has formed an Investigation Committee comprised of Mr. Baker as the sole member. The Investigation Committee is vested with the power and authority from the Board and its committees to undertake certain investigations. Mr. Baker will receive an annual retainer of \$10,000 for his service on the Investigation Committee.

Item 7.01. Regulation FD Disclosure.

On June 16, 2022, the Company issued a press release announcing the filing of the Chapter 11 cases, as described above in Item 1.03. The press release is furnished as Exhibit 99.2 hereto.

In connection with discussions with its lenders and other constituencies regarding the Bankruptcy Petitions, the Company provided various materials to the lenders, including the information set forth below (the “Cleansing Materials”):

- a lender presentation, dated June 13, 2022, furnished as Exhibit 99.3 hereto and incorporated herein by reference;

- information regarding the sizing of “debtor in possession” financing (collectively, the “DIP Information”), furnished as Exhibit 99.4 hereto and incorporated herein by reference;
- sales and Recurring EBITDA information regarding certain of the Company’s brands for the period from January to May 2022 (collectively, the “January-May 2022 Brand Net Sales and EBITDA Information”), furnished as Exhibit 99.5 hereto and incorporated herein by reference;
- financial information regarding certain of the Company’s brands for the 2020 and 2021 fiscal years (collectively, the “2020-2021 Financial Overview Information”) furnished as Exhibit 99.6 hereto; and
- cash flow forecast information (not reflecting the Bankruptcy Petitions) for the period beginning June 3, 2022 and ending September 2, 2022 (dollars in thousands):
 - net cash flow from operations: \$(102,387);
 - borrowing base under the Company’s U.S. ABL facility (end of period): \$214,177;
 - total available borrowings under the Company’s U.S. ABL Facility: \$(172,210);
 - total liquidity (available borrowings plus cash) (end of period): \$(122,562); and
- the following historical working capital information:

Revlon, Inc.
Working Capital
USD Millions

	2022A	
	Apr	May Prelim
Trade Receivables, net	324	299
Inventories, Net	450	460
Prepaid Expenses and Other	123	131
Total Non-Cash Current Assets	898	890
Accounts Payable	241	249
Accrued Expenses and Other	418	436
Total Non-Debt Current Liabilities:	659	685
NET WORKING CAPITAL / (DEFICIT)	239	205

The information included in this Current Report on Form 8-K under Item 7.01, including the exhibits, are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that Section, unless the registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 8.01. Other Events.

Appointment of Chief Restructuring Officer

On June 15, 2022, the Company appointed Robert Caruso, Managing Director of Alvarez & Marsal (“A&M”), as Chief Restructuring Officer of the Company (“CRO”). Mr. Caruso has joined the Company’s senior management team and will help lead the Company’s restructuring efforts.

The services of Mr. Caruso and other A&M personnel are being provided pursuant to an engagement letter between the Company and A&M. Mr. Caruso will not receive any compensation directly from the Company.

Cautionary Note Regarding Forward-Looking Statements

This Form 8-K includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Some of the forward-looking statements in this Form 8-K can be identified by the use of forward-looking terms such as “believes,” “expects,” “projects,” “forecasts,” “may,” “will,” “estimates,” “should,” “would,” “anticipates,” “plans” or other comparable terms. Forward-looking statements speak only as of the date they are made and, except for the Company’s ongoing obligations under the U.S. federal securities laws, the Company does not undertake any obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in results of operations and liquidity, changes in general U.S. or international economic or industry conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the date of this Form 8-K. You should not rely on forward-looking statements as predictions of future events. This information should not be considered in isolation or as a substitute for the Company’s as reported financial results prepared in accordance with U.S. GAAP. This forward-looking information should be read in conjunction with the Company’s financial statements and related footnotes filed with the SEC. The Company’s actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the Bankruptcy Petitions, including but not limited to, the Company’s ability to obtain Court approval with respect to motions in the Bankruptcy Petitions, the effects of the Bankruptcy Petitions on the Company and on the interests of various constituents, Court rulings on the Bankruptcy Petitions and the outcome of the Bankruptcy Petitions in general, the length of time the Company will operate under the Bankruptcy Petitions, risks associated with any third-party motions in the Bankruptcy Petitions, the potential adverse effects of the Bankruptcy Petitions on the Company’s liquidity or results of operations and increased legal and other professional costs necessary to execute the Company’s reorganization; the conditions to which the Company’s debtor-in-possession financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company’s control; whether the Company will emerge, in whole or in part, from insolvency proceedings as a going concern; the consequences of the acceleration of the Company’s debt obligations; trading price and volatility of the Company’s common stock, indebtedness and other claims as well as other risk factors set forth in the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the SEC. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company’s behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures

DIP Company EBITDA, Recurring EBITDA and Direct Contribution are non-GAAP financial measures that are presented in the Cleansing Materials and are reconciled in the table(s) set forth in the Cleansing Materials to their respective most directly comparable GAAP measure. Direct Contribution is GAAP operating income attributable to the respective brands, adjusted for: (1) non-operating items which primarily include restructuring and related charges; acquisition, integration, and divestiture costs; financial control remediation actions and related charges; and gain (loss) on divested assets; and (2) indirect selling, general and administrative costs, which primarily include indirect departmental costs and amortization of intangibles. The Company defines Direct Contribution as a performance measure to evaluate the ability of certain of the Company’s brands to service their debt and pay dividends to the Company and its other subsidiaries.

In the DIP Information, (1) Company EBITDA is GAAP operating income, adjusted to exclude depreciation and amortization expense, stock-based compensation expense and professional fees and other adjustments, and (2) Recurring EBITDA is GAAP operating income, adjusted to exclude depreciation and amortization expense, non-cash stock-based compensation expense and restructuring and other adjustments. The Company’s management uses DIP Company EBITDA and Recurring EBITDA as operating performance measures to analyze future sources of cash and future cash needs in connection with the preparation the company’s DIP budget.

In the January-May 2022 Brand Net Sales and EBITDA Information, Recurring EBITDA for each relevant brand is GAAP operating income for such brand, adjusted to exclude depreciation and amortization expense and non-operating items similar to those adjusted-for in the calculation of Direct Contribution.

Management believes that the non-GAAP measures are useful for investors for the same reasons as those set forth above. These non-GAAP financial measures should not be considered in isolation or as a substitute for their most directly comparable as reported measures prepared in accordance with GAAP and, along with the other information in the Cleansing Materials, should be read in conjunction with the Company’s financial statements and related footnotes contained in documents filed with the SEC. Other companies may define such non-GAAP financial measures differently.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
99.1	List of subsidiaries that are debtors.
99.2	Press Release dated June 16, 2022.
99.3	Lender Presentation dated June 13, 2022.
99.4	DIP Information.
99.5	January-May 2022 Brand Net Sales and EBITDA Information.
99.6	2020-2021 Financial Overview Information.
104	Exhibit 104 Cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 16, 2022

REVLON, INC.

By: /s/ Victoria Dolan

Name: Victoria Dolan

Title: Chief Financial Officer

REVLON CONSUMER PRODUCTS CORPORATION

By: /s/ Victoria Dolan

Name: Victoria Dolan

Title: Chief Financial Officer

Filing Subsidiaries

Almay, Inc.
Art & Science, Ltd.
Bari Cosmetics, Ltd.
Beautyge Brands USA, Inc.
Beautyge U.S.A., Inc.
Charles Revson Inc.
Creative Nail Design, Inc.
Cutex, Inc.
DF Enterprises, Inc.
Elizabeth Arden (Financing), Inc.
Elizabeth Arden Investments, LLC
Elizabeth Arden NM, LLC
Elizabeth Arden Travel Retail, Inc.
Elizabeth Arden USC, LLC
Elizabeth Arden, Inc.
FD Management, Inc.
North America Revsale Inc.
OPP Products, Inc.
RDEN Management, Inc.
Realistic Roux Professional Products Inc.
Revlon Development Corp.
Revlon Government Sales, Inc.
Revlon International Corporation
Revlon Professional Holding Company LLC
Riros Corporation
Riros Group Inc.
Roux Laboratories, Inc.
Roux Properties Jacksonville, LLC
SinfulColors Inc.
RML, LLC
PPI Two Corporation
Revlon (Puerto Rico) Inc.
Elizabeth Arden (UK) Ltd.
Elizabeth Arden (Canada) Limited
Revlon Canada Inc.
Beautyge I
Beautyge II, LLC
BrandCo Almay 2020 LLC
BrandCo Charlie 2020 LLC
BrandCo CND 2020 LLC
BrandCo Curve 2020 LLC
BrandCo Elizabeth Arden 2020 LLC
BrandCo Giorgio Beverly Hills 2020 LLC
BrandCo Halston 2020 LLC

BrandCo Jean Nate 2020 LLC
BrandCo Mitchum 2020 LLC
BrandCo Multicultural Group 2020 LLC
BrandCo PS 2020 LLC
BrandCo White Shoulders 2020 LLC

Revlon Takes Step Towards Reorganizing Capital Structure as the Company Continues to Execute Against its Strategic Plan*Voluntarily Files for Chapter 11 Reorganization**Will Allow Company to Continue to Operate Seamlessly in All Markets and Focus On Driving Future Growth While Navigating Through the Ongoing Impacts of Global Supply Chain Challenges and Rising Inflation**Revlon Expects to Receive \$575 million in Debtor-in-Possession Financing, Providing Liquidity to Support Day-to-Day Operations*

NEW YORK – (June 16, 2022) – Revlon, Inc. (NYSE: REV) (“Revlon” or the “Company”) today announced it and certain of its subsidiaries have filed voluntary petitions for reorganization under Chapter 11 in the U.S. Bankruptcy Court for the Southern District of New York.

The Chapter 11 filing will allow Revlon to strategically reorganize its legacy capital structure and improve its long-term outlook, especially amid liquidity constraints brought on by continued global challenges, including supply chain disruption and rising inflation, as well as obligations to its lenders.

Upon receipt of court approval, the Company expects to receive \$575 million in debtor-in-possession (“DIP”) financing from its existing lender base, which in addition to its existing working capital facility, will provide liquidity to support day-to-day operations.¹ The strong support by the Company’s lenders will help the business manage through current macro-economic challenges and in turn enable it to better serve customers.

“Today’s filing will allow Revlon to offer our consumers the iconic products we have delivered for decades, while providing a clearer path for our future growth,” said Debra Perelman, Revlon’s President and Chief Executive Officer. “Consumer demand for our products remains strong – people love our brands, and we continue to have a healthy market position. But our challenging capital structure has limited our ability to navigate macro-economic issues in order to meet this demand. By addressing these complex legacy debt constraints, we expect to be able to simplify our capital structure and significantly reduce our debt, enabling us to unlock the full potential of our globally recognized brands. We are committed to ensuring the reorganization is as seamless as possible for our key stakeholders, including our employees, customers and vendors, and we appreciate their support during this process.”

None of Revlon’s international operating subsidiaries are included in today’s U.S. Chapter 11 proceedings, except Canada and the U.K.

Revlon to Continue to Operate Seamlessly

Revlon’s management team will continue to run the business following the filing. As part of the reorganization process, the Company will file customary “First Day” motions to allow it to maintain operations in the ordinary course. Revlon intends to pay vendors and partners under customary terms for goods and services received on or after the filing date and to pay its employees in the usual manner and to continue their primary benefits without disruption. The Company expects to receive court approval for all of these routine requests.

¹ \$75 million of this amount will be used to retire existing foreign debt of the Company.



Additional Information about the Restructuring Process

Additional information, including court filings and other documents related to the court-supervised process, is available on the Company's restructuring website at <https://cases.ra.kroll.com/Revlon>, by emailing revloninfo@ra.kroll.com or by calling (855) 631-5341 (toll free) or (646) 795-6968 (international).

Advisors

PJT Partners is acting as financial advisor to Revlon and Alvarez & Marsal is acting as restructuring advisor. Paul, Weiss, Rifkind, Wharton & Garrison LLP is acting as legal advisor to the Company.

About Revlon

Revlon has developed a long-standing reputation as a color authority and beauty trendsetter in the world of color cosmetics and hair care. Since its breakthrough launch of the first opaque nail enamel in 1932, Revlon has provided consumers with high quality product innovation, performance and sophisticated glamour. In 2016, Revlon acquired the iconic Elizabeth Arden company and its portfolio of brands, including its leading designer, heritage and celebrity fragrances. Today, Revlon's diversified portfolio of brands is sold in approximately 150 countries around the world in most retail distribution channels, including prestige, salon, mass, and online. Revlon is among the leading global beauty companies, with some of the world's most iconic and desired brands and product offerings in color cosmetics, skin care, hair color, hair care and fragrances under brands such as Revlon, Revlon Professional, Elizabeth Arden, Almay, Mitchum, CND, American Crew, Creme of Nature, Cutex, Juicy Couture, Elizabeth Taylor, Britney Spears, Curve, John Varvatos, Christina Aguilera and AllSaints.

Forward Looking Statements

This press release includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this filing that address activities, events or developments that the Company expects, believes, targets or anticipates will or may occur in the future are forward-looking statements. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the Company's chapter 11 cases (the "Chapter 11 Case"), including but not limited to, the Company's ability to obtain Bankruptcy Court approval with respect to motions in the Chapter 11 Case, the effects of the Chapter 11 Case on the Company and on the interests of various constituents, Bankruptcy Court rulings in the Chapter 11 Case and the outcome of the Chapter 11 Case in general, the length of time the Company will operate under the Chapter 11 Case, risks associated with any third-party motions in the Chapter 11 Case, the potential adverse effects of the Chapter 11 Case on the Company's liquidity or results of operations and increased legal and other professional costs necessary to execute the Company's reorganization; the conditions to which the Company's DIP financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company's control; the consequences of the acceleration of the Company's debt obligations; the trading price and volatility of the Company's common stock and the ability of the Company to remain listed on the New York Stock Exchange as well as other risk factors set forth in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.



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REVLON

Brand Presentation

June 2022



Agenda

- Business Overview: Key Brands in Key Markets
 - Revlon in US Mass
 - Revlon Professional in EMEA
 - Elizabeth Arden in Asia

- Supply Chain
 - Including cost take-out discussion

- Financial Review

Today's Presenters

REVLON

Debra Perelman,
President & CEO

Thomas Cho,
Chief Supply Chain Officer

Victoria Dolan,
Chief Financial Officer

Heather Wallace,
President, Americas

ALVAREZ AND MARSAL

Bob Caruso,
Managing Director

Mark Rajceвич,
Managing Director

Mark Sidorenkov,
Senior Director

Revlon, Inc. is a Unique, Scaled Investment

Leading Global Beauty Platform

- Iconic brands with loyal and diverse consumers

Diversified Across Categories

- Skincare, Cosmetics, Hair Color & Care, and Fragrance

Global & Omnichannel Customers

- Worldwide customer relationships across multiple channels

In-House Operations Expertise

- R&D and manufacturing capabilities, and global distribution network

Experienced & Committed Management

- Agility to execute against strategy amidst changing dynamics



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Portfolio of Iconic Brands Organized into Four Segments

Focus for today:

REVLON®

\$728M Net Sales | **35%** of Total Revlon Inc. Net Sales

54% North America | **23%** EMEA

#3 Global Mass
Cosmetics
Brand

#1 Hair Color
Product
in US

#5 European
Professional Hair
Color Brand



Elizabeth Arden
NEW YORK

\$532M Net Sales | **26%** of Total Revlon Inc. Net Sales

52% Asia | **21%** North America

\$1B Retail Sales

Fragrance Segment

\$399M Net Sales | **19%** of Total Revlon Inc. Net Sales

71% North America | **29%** International

#1 U.S. Mass Fragrance Player

A Leading Licensing Partner for Designers and Celebrities

Juicy Couture
Christina Aguilera

john varvatos
BRITNEY SPEARS™

Carve
ELIZABETH TAYLOR

Portfolio Segment

\$419M Net Sales | **20%** of Total Revlon Inc. Net Sales

65% North America | **35%** International

#1 Americas Styling
Brand
Official Supplier for Men

#1 Americas Salon Gel
Polish
The Nail Brand of
Choice for Professionals

CREW

ALMAY

Cutex

CREME NATURE

CND

Mitchum

SINFULCOLORS

Source: Management projections, Revlon market ranking data from Euromonitor, Nielsen, & Kline. Fragrance market ranking data from Nielsen. American Crew and CND market ranking data from Kline.
Note: Financials as of 2021A.

Revlon Brand Overview

REVLON®

\$728M Net Sales | **31%** Direct Contribution Margin

90-year heritage as an iconic cosmetics brand

#1 US Mass Lip launch In 2021 & 2022



Net Sales (\$M) by Region



Note: Financials as of 2021A.
Source: Filings and Internal Management Data.

Key Franchises

COLORSTAY



SUPER LUSTROUS



COLORSILK



BEAUTY TOOLS



REVLON PROFESSIONAL



Revlon has a Strong Positioning in the US Market

- US Revlon Color Cosmetics is the #4 brand and achieved 4 consecutive quarters of market share growth from Q2 2021 to Q1 2022. The 2021 plan centered on premiumization, refined positioning and re-focus on the core
- In 2022 Revlon Color Cosmetics fully stemmed 3 years of shelf space losses, enabling the brand to maintain a >110 index of share of shelf vs. share of market and e-commerce share 120 index vs. brick & mortar LTM through Q1 2022
- Through Q1 2022, US Revlon Hair Color business has been rejuvenated by the 2022 Colorsilk re-launch, which has resulted in strong price realization and market share gains
- US Revlon Beauty Tools is the #1 branded player in the category, with power SKUs such as the Volcanic Roller (#1 Revlon item on Amazon with over 25k 5-star ratings) through Q1 2022

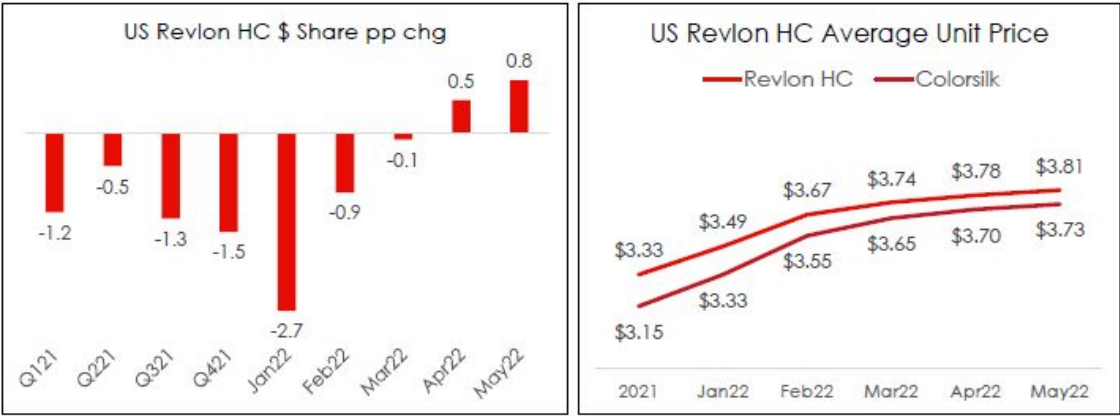
LIVE BOLDLY



Source: Company Filings and Internal Management Data; Nielsen.

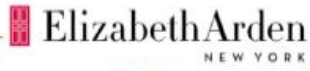
Revlon US Mass Hair Color

- In 2021, we successfully sold in a revitalization plan focused on the core (ColorSilk).
- The Q1 2022 ColorSilk renovation put the focus back on the ColorSilk, with positive results
 - Strengthened consumer claims, upgraded shade mix, achieved strong price realization, and revamped promotional strategy



Source: Company Filings and Internal Management Data; Nielsen.

Elizabeth Arden Overview



\$532M Net Sales | **28%** Direct Contribution Margin

1910: Year Elizabeth Arden opened Red Door salon

6 markets with DTC sites



Net Sales (\$M) by Region



Key Franchises

CERAMIDE



PREVAGE



GREEN & WHITE TEA



EIGHT HOUR



Note: Financials as of 2021A.
Source: Filings and Internal Management Data.

Agenda

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Supply Chain Overview

Global Manufacturing and Distribution Network



Source: Company Filings and Internal Management Data.

Supply Chain Dynamics

- Dynamics changed significantly as the vendors' capacities were constrained due to their own supply chain issues as well as strong demand. Vendors began to prioritize/top grade their customers. Given our poor payment performance, vendors became much less tolerant of late payments
- As the past dues increased, the vendor's intolerance amplified the already challenging macro supply chain landscape and severely brought down service levels that were recovering in Q1
- Further aggravating the situation was the lockdown in China which began in Q1 2022, as well as the continued shortages of key chemicals and components
- Conversely, adequate funding and fast agreements post filling can unlock service levels and have near term positive impact

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Q4 Forecasts can be Achieved with Immediate Funding

- We saw excellent YTD performance vs forecast and vs unconstrained demand despite current challenges; have confidence in the 2H plan including the Q4 forecast
- We have confidence in our plan through December as shelf space is committed and promotional calendars are locked; increased media investment committed for 2H will secure customer confidence
- From a supply perspective, the following are the main drivers to achieve Q4:
 - Timely funding for New Product Development and the Holiday Sets/Promos (Time sensitive revenue) must happen to keep the forecast on track
 - Continued progress in finding alternate ingredients and components
 - Limit turnover in key positions and direct labor (Q3 and Q4 are challenging for labor attainment and retention)
 - Logistics continues to improve and achieve healthy safety stock by Q4
 - Assumes more normal vendor payment cadence beginning as soon as practical and inventory restart receiving mid-July
- Demonstrated process and capabilities to achieve stated forecasts, just need resources
- The macro global supply challenges still exists (material shortages, capacity issues, logistics and labor) but with proper funding we can mitigate some of the risks but conversely without cash the issues are magnified
- With focused investment, we have been able to achieve ~95% service levels; we can improve the balance of the portfolio with additional funding



Project Wave

Preliminary DIP Sizing Analysis

June 12, 2022

REVLON

DIP Sizing Analysis: Summary View

\$ in 000s

	TWCF	H2 2022 By Month (Corporate Model)					
	2022-Jun	2022-Jul	2022-Aug	2022-Sep	2022-Oct	2022-Nov	2022-Dec
Free Cash Flow							
Company EBITDA (excl. Stock Comp & Pro Fees)	\$19,367	(\$14,107)	\$8,220	\$36,001	\$8,287	\$53,153	\$37,967
Changes in Working Capital & Other	(57,384)	(34,684)	(37,226)	(61,829)	117,960	(19,774)	59,454
Pre-Petition Cash Interest	(13,397)	-	-	-	-	-	-
Total CapEx	(4,681)	(4,657)	(5,747)	(8,658)	(5,528)	(2,564)	(6,268)
Baseline Cash Flow	(\$56,094)	(\$53,448)	(\$34,753)	(\$34,485)	\$120,718	\$30,815	\$91,153
Adequate Assurance:							
\$270mm U.S. ABL Facility Tranche A (L + 375)	-	(756)	(540)	(1,075)	(568)	(582)	(1,251)
\$130mm U.S. ABL Facility SISO (L + 575)	-	-	(2,492)	-	-	(2,601)	-
\$50mm U.S. ABL RLO Facility (L + 850)	-	-	-	-	-	-	-
\$75mm Foreign ABTL (L + 850)	-	-	-	(2,199)	-	-	(2,055)
BrandCo Tranche B-1 (L+1050 Cash + 2% PIK)	(28,714)	-	-	(28,743)	-	-	(30,490)
Total Adequate Assurance	(28,714)	(756)	(3,032)	(32,018)	(568)	(3,183)	(33,796)
Total Chapter 11 Adjustments	(73,650)	(38,463)	(26,763)	(28,621)	(15,063)	(15,063)	(29,398)
Restructuring/Chapter 11 Activities	(102,364)	(39,219)	(29,795)	(60,639)	(15,631)	(18,246)	(63,194)
Net Cash Flow	(\$158,458)	(\$92,668)	(\$64,548)	(\$95,124)	\$105,087	\$12,568	\$27,958

DIP Sizing Analysis: Summary View (cont'd)

\$ in 000s

	TWCF	H2 2022 By Month (Corporate Model)					
	2022-Jun	2022-Jul	2022-Aug	2022-Sep	2022-Oct	2022-Nov	2022-Dec
Net Cash Flow	(\$158,458)	(\$92,668)	(\$64,548)	(\$95,124)	\$105,087	\$12,568	\$27,958
Cash Rollforward:							
Beginning Cash	61,220	85,000	85,000	85,000	85,000	85,000	85,000
Net Cash Flow	(158,458)	(92,668)	(64,548)	(95,124)	105,087	12,568	27,958
Domestic ABL Draws / (Paydown)	-	(83,835)	58,549	29,093	28,880	(12,946)	28,225
Foreign ABL Draws / (Paydown)	-	-	-	-	-	-	-
DIP Draws / (Paydown)	182,238	176,503	5,999	66,031	(133,967)	378	(56,184)
Ending Cash	\$85,000	\$85,000	\$85,000	\$85,000	\$85,000	\$85,000	\$85,000
Non-Debtor Cash	-	75,000	75,000	75,000	75,000	75,000	75,000
Debtor Cash	-	10,000	10,000	10,000	10,000	10,000	10,000
DIP Rollforward:							
Beginning DIP Balance	-	182,238	358,741	364,740	430,771	296,803	297,181
DIP Draws / (Paydowns)	182,238	176,503	5,999	66,031	(133,967)	378	(56,184)
New Money Ending DIP Balance	\$182,238	\$358,741	\$364,740	\$430,771	\$296,803	\$297,181	\$240,997
Rollup DIP Adjustments:							
\$75mm Foreign ABTL (L + 850)	77,022	77,022	77,022	77,022	77,022	77,022	77,022
Change Adequate Assurance Payment	-	-	-	(2,199)	(2,199)	(2,199)	(4,255)
Change in DIP Interest	-	-	-	2,036	2,036	2,036	4,068
Total Rollup DIP Adjustments	77,022	77,022	77,022	76,859	76,859	76,859	76,836
Ending DIP Balance	\$259,261	\$435,764	\$441,762	\$507,630	\$373,663	\$374,041	\$317,833
Domestic ABL Rollforward:							
Beginning ABL Balance	281,000	281,000	197,165	255,714	284,807	313,687	300,741
ABL Draws / (Paydowns)	-	(83,835)	58,549	29,093	28,880	(12,946)	28,225
Ending Domestic ABL Balance	\$281,000	\$197,165	\$255,714	\$284,807	\$313,687	\$300,741	\$328,966
ABL Availability (Minimum of Borrowing Base and Commitment)	320,242	222,165	280,714	309,807	338,687	325,741	353,966
Less: Ending ABL Balance	(281,000)	(197,165)	(255,714)	(284,807)	(313,687)	(300,741)	(328,966)
Remaining Domestic ABL Availability	\$39,242	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
Foreign ABTL Rollforward:							
Beginning ABTL Balance	75,000	75,000	75,000	75,000	75,000	75,000	75,000
ABTL Draws / (Paydowns)	-	-	-	-	-	-	-
Ending Foreign ABTL Balance	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000
Foreign ABTL Borrowing Base	75,000	75,000	75,000	75,000	75,000	75,000	75,000
Less: Ending ABTL Balance	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)
Remaining Foreign ABTL Availability	-	-	-	-	-	-	-

DIP Sizing Analysis: Working Capital Detail

\$ in 000s

	2022-Jun	2022-Jul	2022-Aug	2022-Sep	2022-Oct	2022-Nov	2022-Dec
P&L							
Net Sales	\$133,981	\$112,724	\$146,321	\$206,227	\$189,221	\$264,965	\$192,921
COGS	(54,000)	(48,543)	(58,077)	(87,193)	(77,345)	(93,125)	(73,208)
Gross Profit	79,981	64,182	88,244	119,034	111,876	171,839	119,712
Brand Support	(21,174)	(31,897)	(32,924)	(35,330)	(47,803)	(60,665)	(32,435)
Distribution & SG&A	(61,319)	(68,659)	(67,240)	(70,421)	(73,390)	(75,612)	(67,466)
Operating Income	(2,512)	(36,374)	(11,920)	13,283	(9,318)	35,562	19,811
Recurring EBITDA	\$22,684	(\$11,161)	\$10,991	\$39,202	\$14,536	\$59,215	\$44,992
Key Balance Sheet Accounts							
Trade Receivables, Net	\$296,979	\$242,465	\$285,915	\$410,127	\$343,022	\$425,321	\$347,708
Inventories, Net	459,967	468,038	477,275	473,411	479,646	471,568	472,233
Accounts Payable - Filers	138,984	124,278	110,867	107,348	120,541	123,683	131,637
Accounts Payable - Non-Filers	110,182	35,930	44,879	54,671	63,927	92,030	42,607
Total Accounts Payable	249,167	160,208	155,746	162,019	184,468	215,712	174,244

DIP Sizing Analysis: Summary View – 2023 Fcst

\$ in 000s

	2023 Forecast											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Free Cash Flow												
Company EBITDA (excl. Stock Comp & Pro Fees)	\$10,601	\$9,228	\$19,234	\$17,526	\$20,634	\$17,958	(\$3,531)	\$16,473	\$43,297	\$23,812	\$40,321	\$43,169
Changes in Working Capital & Other	(53,909)	13,713	12,035	(24,514)	(4,020)	10,459	92,969	(50,856)	11,109	(9,829)	3,209	81,584
Pre-Petition Cash Interest	-	-	-	-	-	-	-	-	-	-	-	-
Total CapEx	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)	(5,417)
Baseline Cash Flow	(\$48,725)	\$17,525	\$25,842	(\$12,404)	\$11,197	\$23,000	\$84,022	(\$39,799)	\$48,989	\$8,566	\$58,113	\$119,336
Adequate Assurance												
\$270mm U.S. ABL Facility Tranche A (L + 375)	(150)	(714)	(1,832)	(354)	(683)	(2,292)	(788)	(574)	(2,694)	(560)	(574)	(2,631)
\$130mm U.S. ABL Facility 990 (L + 575)	-	(2,831)	-	-	(2,862)	-	-	(2,996)	-	-	(2,995)	-
\$75mm Foreign ABL (L + 830)	-	-	(2,142)	(274)	-	(2,524)	-	-	(2,531)	-	-	(2,230)
BrandCo Tranche B-1 (L + 1030 Cash + 2% PIK)	-	-	(31,603)	-	-	(33,135)	-	-	(33,302)	-	-	(33,030)
Total Adequate Assurance	(150)	(3,545)	(35,576)	(632)	(3,548)	(37,951)	(788)	(3,570)	(38,527)	(560)	(3,569)	(37,891)
Total Chapter 11 Adjustments	(21,730)	(15,063)	(29,967)	(21,730)	(15,063)	(30,694)	(26,730)	(15,063)	(30,735)	(21,730)	(15,063)	(37,231)
Restructuring/Chapter 11 Activities	(21,880)	(18,608)	(45,544)	(22,362)	(18,611)	(48,644)	(27,518)	(18,633)	(49,262)	(22,290)	(18,632)	(75,122)
Net Cash Flow	(\$70,605)	(\$1,084)	(\$39,701)	(\$34,764)	(\$7,413)	(\$45,644)	\$56,504	(\$58,432)	(\$20,273)	(\$15,724)	\$39,482	\$44,215

DIP Sizing Analysis: Summary View – 2023 Fcst

\$ in 000s

	2023 Forecast											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Net Cash Flow	(\$70,605)	(\$1,084)	(\$39,701)	(\$34,764)	(\$7,413)	(\$45,644)	\$54,504	(\$58,432)	(\$20,273)	(\$13,724)	\$39,482	\$44,215
Cash Rollforward:												
Beginning Cash	85,000	80,000	80,000	80,000	80,000	75,000	75,000	75,000	75,000	70,000	70,000	70,000
Net Cash Flow	(70,605)	(1,084)	(39,701)	(34,764)	(7,413)	(45,644)	54,504	(58,432)	(20,273)	(13,724)	39,482	44,215
Domestic ABL Draws / (Paydown)	(19,822)	13,656	234	(3,196)	21,538	2,616	5,035	(14,368)	16,399	14,484	(13,748)	11,008
Foreign ABL Draws / (Paydown)	-	-	-	-	-	-	-	-	-	-	-	-
DIP Draws / (Paydown)	85,427	(12,572)	39,467	37,962	(19,129)	43,028	(61,539)	72,801	(1,126)	(759)	(25,733)	(35,222)
Ending Cash	\$80,000	\$80,000	\$80,000	\$80,000	\$75,000	\$75,000	\$75,000	\$75,000	\$70,000	\$70,000	\$70,000	\$70,000
Non-Debtor Cash	70,000	70,000	70,000	70,000	65,000	65,000	65,000	65,000	60,000	60,000	60,000	60,000
Debtor Cash	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
DIP Rollforward:												
Beginning DIP Balance	244,023	329,430	316,878	356,345	394,307	375,182	418,210	356,672	429,473	428,347	427,587	401,854
DIP Draws / (Paydowns)	85,427	(12,572)	39,467	37,962	(19,129)	43,028	(61,539)	72,801	(1,126)	(759)	(25,733)	(35,222)
New Money Ending DIP Balance	\$329,450	\$316,878	\$364,345	\$394,307	\$375,182	\$418,210	\$356,672	\$429,473	\$428,347	\$427,587	\$401,854	\$346,632
Rollup DIP Adjustments:												
\$75mm Foreign ABL (L + 850)	77,969	78,642	77,255	77,988	78,749	77,235	77,995	78,755	77,235	77,995	78,730	77,248
Change Adequate Assurance Payment	(4,255)	(4,255)	(6,397)	(6,472)	(6,672)	(9,197)	(9,197)	(9,197)	(11,727)	(11,727)	(11,727)	(13,958)
Change in DIP Interest	4,500	4,500	6,904	6,904	6,904	9,325	9,325	9,325	11,744	11,744	11,744	14,122
Total Rollup DIP Adjustments	78,214	78,887	77,762	78,219	78,980	77,364	78,124	78,883	77,252	78,012	78,747	77,412
Ending DIP Balance	\$407,664	\$395,765	\$442,107	\$472,526	\$454,162	\$495,574	\$434,795	\$508,356	\$505,599	\$505,599	\$480,601	\$424,044
Domestic ABL Rollforward:												
Beginning ABL Balance	328,966	309,144	322,800	323,034	319,837	341,376	343,992	349,027	334,658	351,057	365,541	351,792
ABL Draws / (Paydowns)	(19,822)	13,656	234	(3,196)	21,538	2,616	5,035	(14,368)	16,399	14,484	(13,748)	11,008
Ending Domestic ABL Balance	\$309,144	\$322,800	\$323,034	\$319,837	\$341,376	\$343,992	\$349,027	\$334,658	\$351,057	\$365,541	\$351,792	\$342,800
ABL Availability (Minimum of Borrowing Base and Commitment)	334,144	347,800	348,034	344,837	366,376	368,992	374,027	359,658	376,057	390,541	376,792	387,800
Less: Ending ABL Balance	(309,144)	(322,800)	(323,034)	(319,837)	(341,376)	(343,992)	(349,027)	(334,658)	(351,057)	(365,541)	(351,792)	(342,800)
Remaining Domestic ABL Availability	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
Foreign ABL Rollforward:												
Beginning ABL Balance	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000
ABL Draws / (Paydowns)	-	-	-	-	-	-	-	-	-	-	-	-
Ending Foreign ABL Balance	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000
Foreign ABL Borrowing Base	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000
Less: Ending ABL Balance	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)	(75,000)
Remaining Foreign ABL Availability	-	-	-	-	-	-	-	-	-	-	-	-

DIP Sizing Analysis: Working Capital Detail – 2023 Fcst

\$ in 000s

	2023 Forecast											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
P&L												
Net Sales	\$149,513	\$149,212	\$185,538	\$161,036	\$171,686	\$157,737	\$130,431	\$165,577	\$221,445	\$214,463	\$284,216	\$203,741
COGS	(61,206)	(63,196)	(70,914)	(65,791)	(68,856)	(60,004)	(52,330)	(63,341)	(88,100)	(86,240)	(101,331)	(79,432)
Gross Profit	88,307	86,016	114,624	95,245	102,830	97,733	78,101	102,235	133,345	128,123	182,885	124,309
Brand Support	(23,432)	(28,952)	(41,528)	(38,423)	(33,033)	(29,848)	(29,715)	(32,782)	(41,209)	(39,953)	(47,259)	(36,430)
Distribution & SG&A	(62,020)	(57,766)	(64,976)	(49,837)	(61,120)	(62,482)	(64,230)	(64,984)	(60,589)	(75,732)	(86,981)	(56,906)
Operating Income	2,855	(702)	8,120	6,986	8,677	5,403	(15,844)	4,468	31,546	12,438	48,645	30,973
Recurring EBITDA	\$13,626	\$12,253	\$22,249	\$20,551	\$23,659	\$20,983	(\$504)	\$19,498	\$46,322	\$26,837	\$63,346	\$46,194
Key Balance Sheet Accounts												
Trade Receivables, Net	\$371,001	\$361,000	\$328,037	\$364,946	\$354,691	\$349,635	\$280,550	\$318,021	\$403,484	\$388,780	\$456,223	\$367,210
Inventories, Net	472,796	485,517	507,114	512,141	522,732	537,883	541,280	550,946	504,990	518,039	488,226	472,228
Accounts Payable - Filer	124,970	134,449	154,484	162,288	156,591	166,370	181,612	181,701	204,866	201,902	208,363	220,475
Accounts Payable - Non-Filer	47,785	51,485	59,379	65,650	66,305	75,142	86,466	81,986	104,295	94,339	125,713	86,066
Total Accounts Payable	172,755	185,935	213,863	227,938	222,897	241,513	268,077	263,686	309,161	296,241	334,066	306,541

Note: Forecast DPO is based on: (i) Post-Petition AP for Filing entities and (ii) Total Non-Filer AP

Reconciliation of Non-GAAP Measures

\$ in 000s

	2022 EBITDA Forecast (DIP Sizing Analysis)						
	Jun	Jul	Aug	Sep	Oct	Nov	Dec
DIP Company EBITDA to Operating Income Bridge:							
2022 DIP - Company EBITDA (excl. Stock Comp & Pro Fees)	\$19,367	(\$14,107)	\$8,220	\$36,001	\$8,287	\$53,153	\$37,967
Less: Depreciation & Amortization	(10,212)	(10,100)	(10,022)	(10,551)	(10,562)	(10,548)	(11,113)
Less: Stock-Based Comp	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)
Less: Professional Fees and Other Adjustments	(20,356)	(12,199)	(10,122)	(12,314)	(7,051)	(7,051)	(7,208)
2022 Operating Income	(\$13,118)	(\$38,323)	(\$13,841)	\$11,219	(\$11,243)	\$33,637	\$17,729
Recurring EBITDA to Operating Income Bridge:							
2022 Recurring EBITDA	\$22,684	(\$11,161)	\$10,991	\$39,202	\$14,536	\$59,215	\$44,992
Less: Depreciation & Amortization	(10,212)	(10,100)	(10,022)	(10,551)	(10,562)	(10,548)	(11,113)
Less: Non-Cash Stock Comp	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)
Less: Restructuring and Other Adjustments	(2,461)	(11,246)	(9,049)	(11,387)	(9,449)	(9,262)	(4,165)
2022 Operating Income	(\$13,118)	(\$38,323)	(\$13,841)	\$11,219	(\$11,243)	\$33,637	\$17,729

Note: Forecast DPO is based on: (i) Post-Petition AP for Filing entities and (ii) Total Non-Filer AP

Reconciliation of Non-GAAP Measures

\$ in 000s

	2023 EBITDA Forecast (DIP Staging Analysis)											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
DIP Company EBITDA to Operating Income Bridge:												
2023 DIP - Company EBITDA (excl. Stock Comp & Pro Fees)	\$10,601	\$9,228	\$19,224	\$17,526	\$20,634	\$17,958	(\$3,631)	\$16,473	\$4,3297	\$23,812	\$40,321	\$43,169
Less: Depreciation & Amortization	(9,860)	(9,374)	(9,367)	(9,148)	(10,389)	(11,162)	(10,921)	(10,612)	(10,358)	(9,981)	(10,284)	(10,804)
Less: Stock-Based Comp	1,589	(1,081)	(2,262)	(1,918)	(2,094)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)
Less: Professional Fees and Other Adjustments	(1,250)	(1,250)	(1,250)	(1,250)	(1,250)	(1,250)	(417)	(417)	(417)	(417)	(417)	(417)
2023 Operating Income	\$1,080	(\$2,477)	\$6,345	\$5,211	\$6,902	\$3,628	(\$16,786)	\$3,527	\$3,0605	\$11,497	\$47,703	\$30,032
Recurring EBITDA to Operating Income Bridge:												
2023 Recurring EBITDA (In DIP)	\$13,626	\$12,253	\$22,249	\$20,551	\$23,659	\$20,983	(\$506)	\$19,498	\$4,6322	\$26,837	\$63,346	\$46,194
Less: Depreciation & Amortization	(9,860)	(9,374)	(9,367)	(9,148)	(10,389)	(11,162)	(10,921)	(10,612)	(10,358)	(9,981)	(10,284)	(10,804)
Less: Non-Cash Stock Comp	1,589	(1,081)	(2,262)	(1,918)	(2,094)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)	(1,918)
Less: Restructuring and Other Adjustments	(4,275)	(4,275)	(4,275)	(4,275)	(4,275)	(4,275)	(3,442)	(3,442)	(3,442)	(3,442)	(3,442)	(3,442)
2023 Operating Income	\$1,080	(\$2,477)	\$6,345	\$5,211	\$6,902	\$3,628	(\$16,786)	\$3,527	\$3,0605	\$11,497	\$47,703	\$30,032

Note: Forecast DPO is based on: (i) Post-Petition AP for Filing entities and (ii) Total Non-Filer AP

Financial Overview 2022A YTD

(\$ Millions)

Presented at 2022 Reported Rates	January–May	
	NET SALES	EBITDA
Revlon	\$303.4	\$39.0
Elizabeth Arden	186.2	15.1
Owned Fragrance Portfolio ⁽¹⁾	22.8	8.0
Mitchum	34.7	2.1
American Crew	28.8	8.4
Almay	18.8	0.2
Multicultural Group ⁽²⁾	27.8	5.3
CND	19.7	4.1
Other	129.7	7.2
TOTAL	\$771.9	\$89.4

Source: Internal Management data.

¹Owned Fragrance Portfolio includes Curve, Giorgio (Beverly Hills), Charlie, Halston, White Shoulders, Paul Sebastian Men and Paul Sebastian Women.

²Multicultural Group "MCG" includes Crème of Nature, Lotta Body, Roux and Fanci-Full.

REVLON

Reconciliation of Non-GAAP Measures

As Reported Rates
(\$ Millions)

Brand	Recurring EBITDA	Depreciation and Amortization	Non-Operating Items	Operating Income/(Loss)
Revlon	\$39.0	(\$23.9)	(\$6.1)	\$9.1
Elizabeth Arden	15.1	(9.2)	(3.7)	2.2
Owned Fragrance Portfolio ⁽¹⁾	8.0	(1.2)	(0.5)	6.3
Mitchum	2.1	(2.2)	(0.7)	(0.8)
American Crew	8.4	(1.1)	(0.6)	6.7
Almay	0.2	(2.5)	(0.4)	(2.7)
Multicultural Group ⁽²⁾	5.3	(1.6)	(0.6)	3.2
CND	4.1	(1.0)	(0.4)	2.7
Other	7.2	(8.8)	(2.6)	(4.3)
TOTAL	\$89.4	(\$51.5)	(\$15.5)	\$22.3

Source: Internal Management data.

¹ Owned Fragrance Portfolio includes Curve, Giorgio (Beverly Hills), Charlie, Halston, White Shoulders, Paul Sebastian Men and Paul Sebastian Women.

² Multicultural Group "MCG" includes Crème of Nature, Lotta Body, Roux and Fanci-Full.

REVLON

Financial Overview 2020-21A

(\$ Millions)

FYE December 31,	2020A	2021A
NET SALES		
Revlon	\$692.6	\$727.9
Elizabeth Arden	463.4	532.3
Owned Fragrance Portfolio ⁽¹⁾	64.7	69.0
Mitchum	79.6	86.7
American Crew	59.0	75.9
Almay	32.3	42.7
Multicultural Group ⁽²⁾	74.2	76.7
CND	44.4	56.8
Other	398.1	410.7
TOTAL NET SALES	\$1,908.4	\$2,078.7
TOTAL COGS	(\$817.6)	(\$844.0)
GROSS MARGIN		
Revlon	\$419.5	\$446.6
Elizabeth Arden	302.3	363.3
Owned Fragrance Portfolio ⁽¹⁾	39.2	38.7
Mitchum	30.3	35.7
American Crew	42.4	58.4
Almay	8.3	20.0
Multicultural Group ⁽²⁾	41.0	41.0
CND	28.4	37.4
Other	179.5	193.7
TOTAL GROSS MARGIN	\$1,090.9	\$1,234.7
Gross Profit Margin	57.2%	59.4%
DIRECT CONTRIBUTION		
Revlon	\$217.9	\$229.3
Elizabeth Arden	116.5	151.0
Owned Fragrance Portfolio ⁽¹⁾	34.8	33.3
Mitchum	23.4	26.2
American Crew	29.5	41.7
Almay	(5.3)	3.9
Multicultural Group ⁽²⁾	31.0	31.4
CND	18.0	25.3
Other	108.7	114.7
TOTAL DIRECT CONTRIBUTION	\$574.6	\$656.8
Direct Contribution Margin	30.1%	31.6%

Source: Internal Management data.

¹ Owned Fragrance Portfolio includes Curve, Giorgio (Beverly Hills), Charlie, Halston, White Shoulders, Paul Sebastian Men and Paul Sebastian Women.

² Multicultural Group "MCG" includes Crème of Nature, Lotta Body, Roux and Fanci-Full.

REVLON

Net Sales by Geography 2020-21A

(\$ Millions)

FYE December 31, 2020	North America	EMEA	Latin America w/ Travel Retail	Asia w/ Travel Retail	Pacific
NET SALES					
Revlon	56%	21%	7%	7%	9%
Elizabeth Arden	23%	21%	1%	52%	4%
Owned Fragrance Portfolio ⁽¹⁾	79%	17%	2%	1%	2%
Milchum	50%	39%	3%	0%	8%
American Crew	56%	37%	3%	1%	4%
Almay	92%	1%	8%	0%	0%
Multicultural Group ⁽²⁾	98%	2%	0%	0%	0%
CND	65%	31%	1%	2%	1%
Other	62%	29%	3%	3%	4%
TOTAL NET SALES	52%	23%	4%	16%	5%

FYE December 31, 2021	North America	EMEA	Latin America w/ Travel Retail	Asia w/ Travel Retail	Pacific
NET SALES					
Revlon	54%	23%	8%	6%	10%
Elizabeth Arden	21%	22%	1%	52%	4%
Owned Fragrance Portfolio ⁽¹⁾	77%	18%	3%	1%	1%
Milchum	44%	46%	2%	0%	8%
American Crew	60%	33%	2%	1%	4%
Almay	93%	1%	6%	0%	0%
Multicultural Group ⁽²⁾	95%	5%	0%	0%	0%
CND	71%	26%	1%	2%	1%
Other	65%	23%	4%	4%	4%
TOTAL NET SALES	51%	23%	4%	16%	6%

Source: Internal Management data.

¹ Owned Fragrance Portfolio includes Curve, Giorgio (Beverly Hills), Charlie, Halston, White Shoulders, Paul Sebastian Men and Paul Sebastian Women.

² Multicultural Group "MCG" includes Crème of Nature, Lotta Body, Roux and Fanci-Full.

REVLON

Reconciliation of Non-GAAP Measures

As Reported Rates
(\$ Millions)

2020A

Brand	Direct Contribution	Indirect SG&A	Non-Operating Items	Operating Income/(Loss)
Revlon	\$217.9	(\$206.4)	(\$118.1)	(\$106.6)
Elizabeth Arden	116.5	(98.8)	(73.7)	(55.9)
Owned Fragrance Portfolio ⁽¹⁾	34.8	(10.0)	(10.8)	14.0
Mitchum	23.4	(23.4)	(14.1)	(14.1)
American Crew	29.5	(20.5)	(9.2)	(0.3)
Almay	(5.3)	(6.9)	(5.9)	(18.0)
Multicultural Group ⁽²⁾	31.0	(15.3)	(12.5)	3.3
CND	18.0	(10.6)	(7.1)	0.2
Other	108.7	(88.4)	(69.4)	(49.1)
TOTAL	\$574.6	(\$480.2)	(\$320.8)	(\$226.4)

2021A

Brand	Direct Contribution	Indirect SG&A	Non-Operating Items	Operating Income/(Loss)
Revlon	\$229.3	(\$205.1)	(\$22.2)	\$2.0
Elizabeth Arden	151.0	(110.2)	(15.9)	24.9
Owned Fragrance Portfolio ⁽¹⁾	33.3	(10.8)	(2.1)	20.3
Mitchum	26.2	(24.2)	(2.8)	(0.7)
American Crew	41.7	(20.3)	(2.2)	19.1
Almay	3.9	(11.1)	(1.3)	(8.5)
Multicultural Group ⁽²⁾	31.4	(14.4)	(2.4)	14.5
CND	25.3	(10.5)	(1.7)	13.1
Other	114.7	(83.3)	(12.9)	18.5
TOTAL	\$656.8	(\$490.0)	(\$63.6)	\$103.2

Source: Internal Management data.

¹ Owned Fragrance Portfolio includes Curve, Giorgio (Beverly Hills), Charlie, Halston, White Shoulders, Paul Sebastian Men and Paul Sebastian Women.

² Multicultural Group "MCG" includes Crème of Nature, Lotta Body, Roux and Fanci-Full.

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