799 W. Coliseum Way
Midvale, Utah 84047

Notice of Annual Meeting of Stockholders

To Be Held at 12:00 p.m. Mountain Time on May 21, 2024

Dear Fellow Stockholders:

We cordially invite you to attend the 2024 Annual Meeting of Stockholders of Beyond, Inc. (the "Company" or "Beyond") at 12:00 p.m. Mountain Time on May 21, 2024 (the "Annual Meeting"). In order to provide expanded access and enable more of our stockholders to attend and participate, the meeting will be a virtual stockholder meeting, conducted via live audio webcast, through which you can submit questions, and vote online. The meeting can be accessed by visiting *https://meetnow.global/M7X9UAS* and entering your control number (which can be found on your proxy card or notice of internet availability mailed to you).

At the meeting, stockholders will vote on the following matters:

1. The election of two directors of the Company. The Company's Board of Directors intends to present Joanna C. Burkey and Barclay F. Corbus for election to the Board;
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024;
3. The approval, on an advisory (non-binding) basis, of the compensation paid by the Company to its named executive officers (the "Say on Pay Vote");
4. The approval of an amendment (the "Declassification Amendment") to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Current Charter"), to declassify the Company's Board of Directors;
5. The approval of an amendment to the Company's Amended and Restated 2005 Equity Incentive Plan (the "2005 Plan") to increase the per participant limit on the number of performance shares that may be granted in each calendar year to 250,000; and
6. The approval of the grant of a performance-based stock option to Marcus A. Lemonis, the Company's Executive Chairman (the "Executive Chairman Performance Award").

Stockholders will also consider and act upon any other matter properly coming before the Annual Meeting, or any continuation, postponement, or adjournment of the Annual Meeting.

Following the Annual Meeting, we intend to discuss our business and answer appropriate questions.

Stockholders of record at the close of business on March 25, 2024, are entitled to vote at the meeting and any continuations, postponements, or adjournments. To ensure that your vote is recorded promptly, **please submit a proxy as soon as possible**, even if you plan to virtually attend the meeting. We encourage you to submit a proxy to have your shares voted at the meeting via the internet or by telephone. If you received a printed set of proxy materials, you also have the option of submitting your proxy by completing, signing, dating, and returning the proxy card that accompanied the printed materials. Submitting your vote prior to the meeting will not affect your right to vote at the meeting if you decide to attend virtually.

We are mailing to some of our stockholders a notice of internet availability of proxy materials instead of a paper copy of this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K"). The notice contains instructions on how to access the Proxy Statement and 2023 Form 10-K via the internet. The notice also contains instructions on how to request a paper copy of our proxy materials, including this Proxy Statement, our 2023 Form 10-K and a form of proxy card or voting instruction card, as applicable. Stockholders who do not receive a notice of internet availability of proxy materials will receive a paper copy of the proxy materials by mail. We anticipate that this process will minimize the costs of printing and distributing our proxy materials.

Thank you for being a stockholder. We appreciate your ownership interest in and support of Beyond.

Sincerely,



Marcus A. Lemonis
Executive Chairman of the Board of Directors

March 28, 2024
Midvale, Utah

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 21, 2024.

The Notice of Annual Meeting, Proxy Statement, and Annual Report on Form 10-K for the fiscal year ended December 31, 2023 are available at *https://investors.beyond.com/financials/annual-reports.*

Whether or not you plan to virtually attend the meeting, please submit your proxy via the internet, telephone, or by completing, signing, dating, and returning your Proxy Card in the enclosed prepaid business reply envelope.