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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.     )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

**Hydrofarm Holdings Group, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# Your **Vote** Counts!

HYDROFARM HOLDINGS GROUP, INC.

2024 Annual Meeting

Vote by June 5, 2024

11:59 PM ET



HYDROFARM HOLDINGS GROUP, INC.  
1510 MAIN STREET  
SHOEMAKERSVILLE, PA 19355



V43976-P05071

## You invested in HYDROFARM HOLDINGS GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 6, 2024.**

### Get informed before you vote

View the Notice & Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 23, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 6, 2024  
11:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/HYFM2024](http://www.virtualshareholdermeeting.com/HYFM2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect two (2) class I directors to serve three-year terms expiring in 2027. <b>Nominees:</b> 1a. Patrick Chung	☑ For
1b. William Toler	☑ For
2. To approve a proposed amendment to our Amended and Restated Certificate of Incorporation (the "Charter"), to effect a reverse stock split of our common stock at a ratio between 1-for-1.1 and 1-for-25 (or any number in between) to be effected at such time and date, if at all, as determined by the Board in its sole discretion.	☑ For
3. To approve, on a non-binding advisory basis, the compensation of our named executive officers.	☑ For
4. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	☑ For
5. To transact such other business that is properly presented at the Annual Meeting and any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".