
Securities Trading Policy

SkinKandy Limited (ACN 636 484 814)

Adopted by the Board on 11 May 2026

1 Introduction

The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (**securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act imposes substantial penalties on persons who breach those provisions.

This Securities Trading Policy (**Policy**) applies to all directors, officers, employees, contractors and other persons associated with SkinKandy Limited (ACN 636 484 814) (**SkinKandy**). It regulates Dealings in securities in SkinKandy and imposes additional restrictions on certain designated persons (**Restricted Persons**).

SkinKandy Persons (defined below) are encouraged to hold SkinKandy securities. It is important, however, that care is taken in the timing of any Dealing in SkinKandy securities to avoid insider trading.

This Policy is not designed to prohibit SkinKandy Persons from investing in SkinKandy but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in SkinKandy securities.

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading.

2 Purpose

The purpose of this Policy is to:

- (a) ensure that SkinKandy Persons are aware of the legal restrictions on Dealing in securities which apply to them as a result of their involvement with SkinKandy;
- (b) set out the rules for SkinKandy Persons regarding Dealing in SkinKandy securities, to ensure that SkinKandy Persons respect the confidentiality of SkinKandy information and do not take actions which may be seen as undermining SkinKandy's reputation in the financial markets, and to keep the market informed of Dealings; and
- (c) establish rules to minimise the risk that SkinKandy Persons Deal in securities when in possession of Inside Information and so to give confidence to the market and investors that SkinKandy respects the integrity of the market.

3 Terms used in this Policy

Term	Definition
"ASIC"	the Australian Securities and Investments Commission.
"ASX"	the Australian Securities Exchange.
"ASX Listing Rules"	the listing rules of the ASX as amended from time to time.

Term	Definition
“Authorising Officer”	the Company Secretary or, in his/her absence, the chair of the Audit and Risk Committee (or otherwise as set out in Section 5 of this Policy).
“Blackout Period”	has the meaning given in Section 5 of this Policy.
“Board”	means the board of directors of the Company from time to time.
“Company Secretary”	means the secretary of the Company from time to time.
“Deal”	means taking part in any transaction associated with buying, acquiring, selling disposing of, or converting securities or agreeing to do any of these.
“Directors and Senior Management”	means each director of SkinKandy (and its Related Bodies Corporate), the Chief Executive Officer, the Chief Financial Officer and Company Secretary of SkinKandy, Key Management Personnel and persons as the Board decides from time to time.
“Exceptional Circumstances”	includes: • severe financial hardship; • compulsion by court order or court enforceable undertaking (e.g. in a bona fide family settlement to sell or transfer securities; • another overriding legal or regulatory requirement to sell or transfer securities; • where SkinKandy issues a prospectus, cleansing notice or other announcement during a Blackout Period and the Authorising Officer considers it appropriate to allow a Restricted Person to Deal in SkinKandy securities; and • any other circumstance that is deemed exceptional by the Board Chair or the Chair of the Audit and Risk Committee.
“Inside Information”	has the meaning given in Section 4.2 of this Policy.
“Key Management Personnel”	has the meaning given in the Corporations Act.
“Related Bodies Corporate”	has the meaning given in the Corporations Act.
“Restricted Person”	means:

Term	Definition
	• all Directors and Senior Management; • also includes: – a company or trust controlled by Directors and Senior Management; and – a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with a Director or Senior Management; and • any other person designated a Restricted Person by the Board in writing.
“SkinKandy Person”	means all directors, officers and employees of SkinKandy (and its Related Bodies Corporate), including full-time, part-time and temporary staff, as well as secondees, contractors and any other person designated a SkinKandy Person by the Board in writing.

4 Insider trading

4.1 General prohibition on insider trading

No SkinKandy Person may, while in possession of Inside Information concerning the Company, in breach of the Corporations Act:

- (a) Deal in SkinKandy securities at any time;
- (b) advise, procure, suggest or encourage another person to Deal in SkinKandy securities in any way; or
- (c) pass on any Inside Information to another person for that person’s own personal gain by Dealing in SkinKandy securities in any way.

All SkinKandy Persons are prohibited from Dealing in the securities of outside companies about which they acquire Inside Information through their position with or connection to SkinKandy.

The requirements imposed by this Policy are in addition to any legal prohibitions on insider trading.

4.2 Inside Information

A SkinKandy Person is responsible for assessing whether they possess **“Inside Information”**. This includes where:

- (a) the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of SkinKandy’s securities (or a decision whether or not to trade in them); and

- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of SkinKandy's securities.

A **reasonable person** would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, **influence a person who commonly invests** in securities to either Deal or not Deal in securities in any way.

Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this Policy, except that references to "SkinKandy's securities" should be read as references to the securities of the outside company.

4.3 Examples

The following items are examples of information which may be Inside Information in relation to SkinKandy or any other listed company and are not exhaustive:

- (a) a change in financial forecasts or expectations;
- (b) a proposed dividend or other distribution or a change in dividend policy;
- (c) pending ASX announcements;
- (d) proposed changes in capital structure, including issues of securities, rights issues, the redemption of securities and capital reconstructions;
- (e) giving or receiving a notice of intention to make a takeover offer;
- (f) debt facilities and borrowings;
- (g) mergers, demergers, acquisitions and divestments;
- (h) significant changes in operations, strategy or proposed changes in the general character or nature of the business of SkinKandy or its Related Bodies Corporate;
- (i) material purchases or sales of assets;
- (j) material new contracts or clients;
- (k) an entity proposing to buy, or a security holder proposing to sell, a substantial number of SkinKandy securities; or
- (l) significant litigation involving SkinKandy.

5 Restrictions on trading in Blackout Periods

5.1 Blackout Periods

Restricted Persons, subject to there being Exceptional Circumstances, as described below, and subject to any applicable exemption in Section 7, may not buy or sell SkinKandy securities during a Blackout Period.

"Blackout Periods" are times when Restricted Persons must not Deal in the Company's securities.

The following are mandated Blackout Periods:

- (a) from the close of the ASX trading day one week before the end of the Company's financial half year, until 10:00am (Sydney time) on the ASX trading day one day following the day on which the Company's half yearly results are released to the ASX;
- (b) from the close of the ASX trading day one week before the end of the Company's full financial year, until 10:00am (Sydney time) on the ASX trading day one day following the day on which the Company's full year results are released to the ASX;
- (c) from the close of the ASX trading day 2 weeks prior to the date of the Company's AGM until 10:00am (Sydney time) on the ASX trading day following the date of the Company's AGM; and
- (d) any other period that the Board specifies from time to time.

If the date one week after the announcement to ASX of the Company's half year and full year results are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

During Blackout Periods Restricted Persons must not Deal in any of the Company's financial products or securities, or in any securities related to them.

5.2 Notification and consent

Restricted Persons must:

- (a) prior to Dealing in SkinKandy securities outside a Blackout Period, notify the relevant person set out in the table below (the **Authorising Officer**) of their proposed Dealing (and if the request relates to Dealing during a Blackout Period, the Exceptional Circumstances which apply) and obtain written consent from the Authorising Officer;
- (b) confirm that they are not in possession of any Inside Information; and
- (c) within 3 business days of Dealing with SkinKandy securities, provide the Authorising Officer with a transaction confirmation.

For the avoidance of doubt, the Restricted Person seeking authorisation cannot be their own Authorising Officer.

A clearance to trade is valid for 5 business days and a Restricted Person who has received due authorisation to Deal in SkinKandy securities should use best endeavours to do so within this period. If a trade has not occurred within the 5 business days following clearance, a new authorisation should be obtained.

5.3 Authorising Officer

Restricted Person seeking authorisation	Authorising Officer
Chair of the Board	The Chair of the Audit and Risk Committee
Other Directors, Company Secretary and any other Key Management Personnel	The Chair of the Board or, in his/her absence, the chair of the Audit and Risk Committee.

Restricted Person seeking authorisation	Authorising Officer
Any other Restricted Person	The Company Secretary or, in his/her absence, the Chair of the Audit and Risk Committee.

Authorising Officers have absolute discretion to give or refuse clearance to a proposed Dealing and to withdraw clearance if new information comes to light. The Authorising Officer's decisions are final and if you are refused clearance, you must keep that refusal confidential.

5.4 Exceptional Circumstances

In Exceptional Circumstances the Authorising Officer has discretion to approve Dealings in SkinKandy securities during a Blackout Period, or other Dealings that would otherwise be prohibited by this Policy.

Any approval given under an Exceptional Circumstance must be provided by electronic delivery via email. The notification requirements still apply.

What constitutes "Exceptional Circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board.

5.5 Company Secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to Deal in SkinKandy's securities submitted by a Restricted Person; and
- (b) details of all Dealings in SkinKandy's securities made by a Restricted Person.

The relevant Authorising Officer (where the Authorising Offer is not the Company Secretary) must provide all necessary information to the Company Secretary to allow them to comply with their obligations under this Section 5.5 of the Policy.

6 Other restrictions

6.1 No speculative trading

Under no circumstances should SkinKandy Persons engage in short-term or speculative trading in SkinKandy securities. This prohibition includes short-term direct Dealing in SkinKandy securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

6.2 No protection arrangements (including hedging of equity-based remuneration)

The entering into of all types of "protection arrangements" for any SkinKandy securities (or SkinKandy products in the derivatives markets):

- (a) is prohibited at any time in respect of any SkinKandy securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under Section 5.

For the avoidance of doubt and without limiting the generality of this Policy, entering into protection arrangements includes entering into transactions which:

- amount to “short selling” of securities beyond the SkinKandy Person’s holding of securities;
- operate to limit the economic risk of any SkinKandy Person’s security holding (e.g. hedging arrangements) including SkinKandy securities held beneficially (for example, in trust or under any SkinKandy incentive plan) on SkinKandy Person’s behalf; or
- otherwise enable a SkinKandy Person to profit from a decrease in the market price of securities.

6.3 No granting of security over SkinKandy securities or entering into margin lending arrangements

SkinKandy Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any SkinKandy securities which are unvested or subject to a holding lock, to secure any obligation of that SkinKandy Person or any third party or enter into any margin lending arrangement involving SkinKandy securities.

Unless the preceding paragraph applies, SkinKandy Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any SkinKandy securities, to secure any obligation of that SkinKandy Person or any third party or enter into any margin lending arrangement involving SkinKandy securities, with consent under Section 5.

7 Exemptions

Restricted Persons may at any time:

- (a) trade SkinKandy securities where the trading does not result in a change of beneficial interest in the securities;
- (b) acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any Dealing in those securities remains subject to this Policy and the provisions of the Corporations Act;
- (c) transfer SkinKandy securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (d) acquire SkinKandy’s ordinary shares by conversion of securities giving a right of conversion to SkinKandy’s ordinary shares;
- (e) acquire SkinKandy’s securities under a bonus issue made to all holders of securities of the same class;
- (f) undertake to accept, or accept, a takeover offer;
- (g) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of SkinKandy) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (h) dispose of SkinKandy securities as a result of a secured lender exercising their rights under a loan or security agreement;

- (i) where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- (j) trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

If a Restricted Person undertakes any of the actions described in the preceding paragraph, that Restricted Person must advise the relevant Authorising Officer (as set out in Section 5).

8 ASX Notifications

SkinKandy must notify ASX within 5 business days after any change to a director's relevant interest in SkinKandy securities or a Related Body Corporate of SkinKandy, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.

To enable SkinKandy to comply with the obligation set out in the preceding paragraph, a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to ASIC and ASX as required under the Corporations Act and ASX Listing Rules.

If SkinKandy makes a material change to this Policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

9 Your responsibilities

You are expected to ensure that you understand the Securities Trading Policy and the impact this has on your areas of responsibility. In particular, you must:

- (a) comply with the terms of the Securities Trading Policy;
- (b) undertake all requisite training provided in relation to the laws and regulations covered by the Securities Trading Policy; and
- (c) immediately report any concern, suspected or potential breaches of the Securities Trading Policy to either:
 - (i) the Chief Executive Officer;
 - (ii) the Chief Financial Officer; or
 - (iii) a Whistleblower Protection Officer in accordance with our Whistleblower Protection Policy, which is on its website.

All material breaches of the Securities Trading Policy must be reported immediately to the Board.

10 Consequences for breaching the Securities Trading Policy

Any suspected breaches of the Securities Trading Policy will be thoroughly investigated.

In circumstances where a breach of the Securities Trading Policy is established, appropriate disciplinary and remedial actions will be taken.

We reserve the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of any law.

11 Application

This Policy applies to all SkinKandy Persons (as defined above).

The additional obligations relating to trading during Blackout Periods and the pre-clearance requirements in Section 5 apply only to Restricted Persons (as defined above).

12 Periodic review

This policy will be reviewed periodically by the Board of Directors (**Board**) with support from the Audit and Risk Committee to ensure that it is operating effectively and whether any changes are required.

The Board may change this policy from time to time by resolution.

13 Our values

SkinKandy is committed to setting the standard as industry leaders and being accountable for its actions. This includes following ASX Listing Rules, ASX Guidance and all laws which apply to SkinKandy. SkinKandy understands this involves supporting its team to lead and take accountability through policies like this Securities Trading Policy, which educates and details how directors, officers, employees and contractors can comply with and mitigate the risk of trading with insider information and meet its obligations to the community. SkinKandy's values include respecting each other and that involves not using unique information they may have, to trade in SkinKandy's securities. For further information on SkinKandy's values, please see its Code of Conduct.

14 Other

The Securities Trading Policy, Whistleblower Protection Policy and our Code of Conduct are available on SkinKandy's website.

If you have any questions regarding any aspect of the Securities Trading Policy please contact the Company Secretary.