



MINIMUM SHAREHOLDING POLICY.

SkinKandy Limited (ACN 636 484 814)

Adopted by the Board on 11 May 2026

1 PURPOSE AND SCOPE

1.1 Purpose

The Board of SkinKandy Limited (ACN 636 484 814) (SkinKandy) recognises the importance of aligning the interests of its senior executives and directors with the long-term interests of SkinKandy's shareholders.

The purpose of this policy (Policy) is to:

- 1.1.a** encourage and incentivise senior executives and directors to focus on building long term value for shareholders; and
- 1.1.b** increase the alignment of the financial interest between senior executives and directors with the interests of shareholders by prescribing minimum shareholding requirements applicable to its senior executives and directors while holding their respective roles.

1.2 Scope

Unless the Board otherwise determines, this Policy applies to:

- 1.2.a** all non-executive directors of SkinKandy (NEDs); and
- 1.2.b** the following executives (Executives):
 - 1.2.b.i** the chief executive officer of SkinKandy (CEO); and
 - 1.2.b.ii** the chief financial officer of SkinKandy (CFO).

2 MINIMUM SHAREHOLDING

2.1 Minimum shareholding requirement

Each person to whom this Policy applies must by the Deadline, establish and maintain a minimum shareholding in SkinKandy equal to the applicable Minimum Shareholding Level set out in section 2.2 below.

This Policy is not intended to impact the requirement for NEDs and Executives to comply with the Securities Trading Policy and applicable laws. Shares must not be acquired if to do so would breach insider trading laws or the Securities Trading Policy.

2.2 Minimum shareholding levels

The following minimum shareholding levels apply:

- 2.2.a** NEDs – 100% of the annual directors fee payable to the NED, excluding any committee fees;

- 2.2.b** CEO – 150% of their annual total fixed remuneration, before tax or deduction including superannuation contributions and excluding bonuses, allowances and other benefits; and
- 2.2.c** CFO – 100% of their annual total fixed remuneration, before tax or deduction including superannuation contributions and excluding bonuses, allowances and other benefits
- (in each case, Minimum Shareholding Level).

2.3 Calculation of Minimum Shareholding Level

- 2.3.a** The shares or interests in shares that will be counted towards a person meeting the Minimum Shareholding Level are fully paid ordinary shares in SkinKandy (Shares) that are owned:
- i** by the person or the person's associated entities and close associates, each as defined in the Corporations Act 2001 (Cth) (Corporations Act); or
 - ii** through a trust or in a superannuation fund (other than a commercially available superannuation fund where the investments are made independently of the person) or otherwise held for the benefit of a person or entity referred to above; and
 - iii** in respect of NEDs who are nominees of shareholders, by the nominating shareholder or the nominating shareholder's associated entities as defined in the Corporations Act,
 - iv** but exclude:
 - v** unvested rights to Shares (for example, by virtue of grants made to the person under an equity incentive plan) do not count towards satisfaction of the Minimum Shareholding Level, unless otherwise agreed by the Board.
- 2.3.b** For the purposes of calculating whether the Minimum Shareholding Level has been met, the following historical values are to be used for Shares acquired:
- i** on-market or through an off-market transfer – total price paid to acquire the Shares;
 - ii** through a pro-rata or secondary issue to shareholders – total subscription price paid to acquire the Shares;
 - iii** through a dividend reinvestment plan – dividend reinvestment issue price; and
 - iv** pursuant to an employee incentive scheme – the Share price at the time of acquisition.

These values must be represented in Australian dollars and applied against the number of Shares acquired in each instance.

2.4 Maintaining Minimum Shareholding Level

Once a person has met their Minimum Shareholding Level, it must be maintained for as long as that person remains a NED or Executive (as applicable).

2.5 Timeframe

NEDs and Executives are encouraged to commence acquiring Shares as soon as practicable and are required to reach the Minimum Shareholding Level by a date that is no later than:

2.5.a for NEDs, 3 years from the date of their appointment (or the effective date of this Policy, whichever is the latter); or

2.5.b for Executives, the third annual vesting period after their first long term incentive grant

2.5.c (Timeframe).

3 DISPOSAL OF SHARES

Any disposal of Shares is prohibited where:

3.a the NED or Executive does not satisfy the Minimum Shareholding Level; or

3.b immediately after that disposal, the NED or Executive will cease to meet the Minimum Shareholding Level.

4 EXEMPTION

There may be circumstances in which compliance with this Policy would cause or contribute to severe financial hardship or could prevent compliance with an order of the court or meeting of statutory obligations (for example relating to tax).

An exemption to this Policy is permitted if approved by the Board (or its delegate) at its sole discretion.

5 ANNUAL REPORTING

The Annual Report of SkinKandy will include the details of the Minimum Shareholding Level for each NED and Executive (as defined in the Corporations Act) and their compliance with the Minimum Shareholding Level.

6 POLICY REVIEW

This Policy will be reviewed by the Board (or its delegated committee) periodically, or as often as it considers necessary, to determine its adequacy for current circumstances and may amend it as necessary.