HELIX BIOMEDIX™

July 10, 2026

Dear Stockholder:

The board of directors and management of Helix BioMedix, Inc. cordially invite you to attend the annual meeting of stockholders of Helix BioMedix, Inc., which will be held on August 20, 2026 at 7:00 a.m. local time at the Courtyard by Marriott, 11215 NE 124th Street, Kirkland, WA 98034.

The enclosed notice of the annual meeting and proxy statement describe the matters to be acted upon by Helix BioMedix stockholders at the annual meeting. In addition, the proxy statement contains other important information about the company, including information about the role and responsibilities of the board of directors and its committees and information about the beneficial ownership of Helix BioMedix securities.

A letter from the CEO (which is not a part of our proxy soliciting materials) has also been included for your convenience. The company intends to continue to disseminate updates, financial results and other important information for stockholders by posting such information on its website.

Your vote is very important. Therefore, whether or not you plan to attend the annual meeting in person, please complete, sign, date and return the enclosed proxy card, in the return-addressed envelope provided, to Broadridge Corporate Issuer Solutions, Inc., P.O. Box 1342, Brentwood, NY 11717 USA, or vote by telephone or via the internet pursuant to the instructions on the proxy card. If you attend the meeting and wish to vote in person, you may do so even though you have previously voted by mail or telephone or via the internet.

Sincerely,

Robin Carmichael

Robin L. Carmichael
President & Chief Executive Officer
Chairperson of the Board

HELIX BIOMEDIX, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held on August 20, 2026
7:00 a.m. local time

Notice is hereby given that the Annual Meeting of Stockholders of Helix BioMedix, Inc., a Delaware corporation, will be held on August 20, 2026 at 7:00 a.m. local time at the Courtyard by Marriott, 11215 NE 124th Street, Kirkland, WA 98034, for the following purposes:

1. To elect five directors to serve until the 2027 annual meeting of stockholders or until such directors' successors are elected and qualified;

2. To ratify the appointment of Baker Tilly US, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026; and

3. To transact any other business which may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on June 30, 2026 are entitled to receive notice of, and to vote at, the annual meeting or any adjournment or postponement thereof. Stockholders are cordially invited to attend the meeting in person. For ten days prior to the annual meeting, a complete list of the stockholders entitled to vote at the meeting will be available for examination by any stockholder for any purpose relating to the meeting during ordinary business hours at the offices of the Company's outside general counsel, Cairncross & Hempelmann, 524 Second Avenue, Suite 500, Seattle, WA 98104; during the annual meeting, the list of the stockholders entitled to vote at the meeting will be available for examination by any stockholder for any purpose relating to the meeting at the Courtyard by Marriott, 11215 NE 124th Street, Kirkland, WA 98034.

By Order of the Board of Directors,

Robin Carmichael

Robin L. Carmichael
Chairperson of the Board

Helix BioMedix, Inc.
P.O. Box 1748
Bothell, WA 98041

July 10, 2026

IMPORTANT: Please fill in, date, sign and return the enclosed proxy in the return-addressed envelope to ensure that your shares are represented at the meeting. If you attend the meeting, you may vote in person, if you wish to do so, even though you have previously sent in your proxy. Return proxies to Broadridge Corporate Issuer Solutions, Inc., P.O. Box 1342, Brentwood, NY 11717 USA.

HELIX BIOMEDIX, INC.

PROXY STATEMENT FOR 2026 ANNUAL MEETING OF STOCKHOLDERS

INFORMATION CONCERNING SOLICITATION AND VOTING

General

The enclosed proxy is solicited by the board of directors of Helix BioMedix, Inc., a Delaware corporation, for use at the annual meeting of stockholders to be held on August 20, 2026 at 7:00 a.m. local time, and at any adjournments or postponements thereof, for the purposes set forth herein and in the accompanying notice of annual meeting of stockholders.

These proxy solicitation materials are being mailed on or about July 10, 2026 to stockholders entitled to vote at the annual meeting.

Record Date and Outstanding Shares

Only stockholders of record at the close of business on June 30, 2026, the record date, are entitled to notice of and to vote at the annual meeting. Our only outstanding securities entitled to vote at the annual meeting are shares of common stock, par value $0.001 per share. As of the record date, 224,708 shares of common stock were issued and outstanding.

Proxies and Solicitation of Proxies

A proxy is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your shares. Two of the members of our board of directors, R. Stephen Beatty and Robin L. Carmichael, have been designated as the proxies to cast the votes of our stockholders at the annual meeting.

The board of directors of Helix BioMedix is soliciting your proxy to vote your shares at the annual meeting. In addition to this solicitation by mail, our directors, officers and other employees may contact you by telephone, by email, in person or otherwise to request your proxy. These persons will not receive any additional compensation for assisting in the solicitation. We will also request that stock brokerage firms and other nominees of street name holders forward proxy materials to the beneficial owners. We have not retained the services of a proxy solicitor. All costs of preparation and solicitation of proxies will be paid by us.

Stockholders of Record and "Street Name" Holders

If your shares are registered directly in your name, you are considered the stockholder of record with respect to those shares. If your shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares. However, you are considered the beneficial owner of those shares and your shares are said to be held in "street name." Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the voting instruction form provided by that broker, bank, trust or other nominee.

Voting Procedures

To vote by mail, please sign your proxy card and return it as directed on the proxy card. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you hold your shares in street name, you should have received a proxy card and voting instructions with these proxy materials from your broker, bank, trust or other nominee rather than from us.

To vote by telephone or via the internet, follow the instructions on the proxy card. If you hold your shares in street name, you may vote by telephone or via the internet as instructed by your broker, bank, trust or other nominee.

If you are a stockholder of record, you may vote your shares in person by attending the annual meeting and completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting. If you hold your shares in street name, you may vote your shares in person at the meeting only if you obtain a signed letter or other document from your broker, bank, trust or other nominee giving you the right to vote the shares at the meeting.

Revocability of Proxies

You may revoke your proxy and change your vote before your proxy is voted at the annual meeting. If you are a stockholder of record, you may revoke your proxy and change your vote as follows:

- if you voted by telephone or via the internet, by voting again by telephone or via the internet no later than 11:59 p.m. Eastern Time on August 19, 2026;
- if you completed and returned a proxy card, by submitting a new signed proxy card with a later date and returning as directed on the proxy card so that it is received prior to the annual meeting on August 20, 2026;
- by submitting written notice of revocation to our corporate secretary at the address shown on the accompanying notice of annual meeting of stockholders so that it is received prior to the annual meeting on August 20, 2026; or
- by attending the annual meeting and either voting in person or specifically requesting at the meeting to revoke your proxy.

Attending the meeting will not revoke your proxy unless you specifically request to revoke it or submit a ballot at the meeting.

If you hold your shares in street name, contact your broker, bank, trust or other nominee regarding how to revoke your proxy and change your vote.

Effect of Not Submitting a Proxy Card; Broker Non-Votes

If your shares are held in your name, you must submit your proxy (or attend the annual meeting in person) in order to vote on the proposals.

If your shares are held in street name and you do not vote your proxy, your broker may vote your shares on "routine" matters, or leave your shares unvoted.

Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients, in the absence of instructions from the beneficial owner of those shares, brokers may vote those shares on behalf of their clients with respect to "routine" matters (such as the ratification of auditors), but not with respect to non-routine matters (such as the election of a director). If the proposals to be acted upon at any meeting include both routine and non-routine matters, the broker may turn in a proxy card for uninstructed shares that votes with respect to routine matters but not with respect to non-routine matters. The "non-vote" with respect to non-routine matters is called a "broker non-vote." With respect to the annual meeting, Proposal No. 1 (election of directors) is a non-routine matter and Proposal No. 2 (ratification of the appointment of our independent registered public accounting firm) is a routine matter.

Quorum and Voting

At the annual meeting, the inspector of elections will determine the presence of a quorum and tabulate the results of the voting by stockholders. Under Delaware law and our bylaws, a quorum, consisting of a majority of the outstanding shares entitled to vote, must be represented in person or by proxy to elect a director and to transact any other business that may properly come before the meeting. Abstentions and broker non-votes will be included as present at the annual meeting for the purpose of determining the presence of a quorum.

The holders of our common stock are entitled to one vote per share on all matters on which they are entitled to vote.

The nominees for election to the board of directors who receive the greatest number of votes cast for the election of directors by the shares present, in person or by proxy, will be elected to the board of directors. For the election of directors, abstentions and broker non-votes will have the effect of neither a vote for nor a vote against the nominees and thus will have no effect on the outcome. Stockholders are not entitled to cumulate votes in the election of directors.

Approval of the proposal to ratify the appointment of our independent registered public accounting firm requires the vote of a majority of the votes cast with respect to the proposal and abstentions and broker non-votes will have no effect on the outcome.

All shares entitled to vote and represented by properly submitted, unrevoked proxies received prior to the annual meeting will be voted at the annual meeting in accordance with the instructions indicated on those proxies. If no instructions are indicated on a properly submitted proxy, the shares represented by that proxy will be voted as recommended by the board of directors. If any other matters are properly presented for consideration at the annual meeting, including, for example, consideration of a motion to adjourn the annual meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies on the proxy card will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any matters other than the election of directors and the ratification of our independent registered public accounting firm will be presented at the annual meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of shares of our common stock as of June 30, 2026 by:

- each stockholder known to us to be a beneficial owner of more than 5% of the outstanding shares of our common stock;
- each of our named executive officers;
- each of our directors; and
- all of our directors and executive officers as a group.

This table is based in part on information supplied to us by our officers, directors and principal stockholders. As of June 30, 2026, there were 224,708 shares of common stock issued and outstanding. Unless otherwise noted, the address of each beneficial owner is: c/o Helix BioMedix, Inc., P.O. Box 1748, Bothell, Washington 98041.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned(1)	Percentage Ownership(2)
Frank T. Nickell(3)	122,218	54.4%
RBFSC Inc.(4)	58,788	26.2%
David B. Nickell(5)	16,105	7.2%
Ahmed Hussein	29,414	13.1%
R. Stephen Beatty(6)	8,873	3.8%
Robin L. Carmichael(7)	7,450	3.2%
Richard M. Cohen(8)	7,400	3.2%
William A. Goolsbee(9)	6,500	2.8%
Lawrence Blake Jones(10)	13,536	5.8%
Directors and executive officers as a group (5 persons)(11)	43,759	16.8%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (SEC). Beneficial ownership calculations include shares for which the named person has sole or shared power over voting or investment decisions. The number of shares of common stock beneficially owned also includes common stock which the named person has the right to acquire, through conversion, option or warrant exercise or otherwise, as of June 30, 2026 or within 60 days after that date.

(2) Percentage ownership is based on a total of 224,708 shares of common stock outstanding as of June 30, 2026. For each named person, the percentage ownership includes stock that the person has the right to acquire within 60 days after June 30, 2026, as described in footnote 1 above. However, such shares are not deemed outstanding in the calculation of ownership percentage for any other person.

(3) Mr. Frank T. Nickell's address is 320 Park Avenue, 24th Floor, New York, NY 10022. Includes 58,788 shares of common stock held by RBFSC, Inc., of which Mr. Frank T. Nickell is president and a director.

(4) The address for RBFSC Inc. is 320 Park Avenue, 24th Floor, New York, NY 10022. Mr. Frank T. Nickell is the president and a director of RBFSC Inc.

(5) David B. Nickell is the brother of Frank T. Nickell.

(6) Includes 7,500 shares of common stock issuable pursuant to options held by Mr. Beatty.

(7) Consists of 7,450 shares of common stock issuable pursuant to options held by Ms. Carmichael.

(8) Consists of 7,400 shares of common stock issuable pursuant to options held by Mr. Cohen.

(9) Consists of 6,500 shares of common stock issuable pursuant to options held by Mr. Goolsbee.

(10) Includes 7,400 shares of common stock issuable pursuant to options held by Mr. Jones.

(11) See footnotes (6) through (10) above. Includes R. Stephen Beatty, Robin L. Carmichael, Richard M. Cohen, William A. Goolsbee and Lawrence Blake Jones.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Statement of Policy with Respect to Related Person Transactions

In March 2007, the board of directors adopted a written policy regarding related person transactions. This policy applies to senior officers, directors, 5% stockholders, their immediate family members and entities controlled or owned by them. Under the terms of the policy, any transaction with a related person (other than transactions available to all employees generally or transactions involving less than $25,000) must be approved by the audit committee or, if the transaction involves compensation, by the compensation committee. The policy also applies to corporate opportunities and requires disclosure of related person transactions in applicable public filings.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Five directors will be elected at the annual meeting to hold office until the 2027 annual meeting of stockholders. Our board of directors has nominated R. Stephen Beatty, Robin L. Carmichael, Richard M. Cohen, William A. Goolsbee, and Lawrence Blake Jones for election as members of the board of directors.

Unless otherwise directed, the persons named as proxies intend to vote all proxies for the election of R. Stephen Beatty, Robin L. Carmichael, Richard M. Cohen, William A Goolsbee, and Lawrence Blake Jones to the board of directors. Each candidate has consented to serve as members of our board of directors if elected. If, at the time of the annual meeting, any of the candidates is unable or declines to serve as a director, the discretionary authority provided by the proxy card will be exercised to vote for a substitute candidate or candidates designated by the board of directors. The board of directors has no reason to believe that any of the candidates will be unable or will decline to serve as directors.

Recommendation of the Board of Directors

Our board of directors unanimously recommends that you vote **FOR** the election of R. Stephen Beatty, Robin L. Carmichael, Richard M. Cohen, William A. Goolsbee, and Lawrence Blake Jones for election as members of our board of directors.

Information Regarding Directors/ Nominees

The names of our directors/ nominees and certain information about them are set forth below as of July 10, 2026.

Name	Age	Director Since	Current Term Expires*	Committee Membership
R. Stephen Beatty	76	1999	2026	Compensation, Governance, Audit
Robin L. Carmichael	69	2013	2026	None
Richard M. Cohen	75	2005	2026	Audit (Chair), Compensation, Governance
William A. Goolsbee	72	2019	2026	Governance (Chair), Audit, Compensation
Lawrence Blake Jones	78	2010	2026	Audit, Governance, Compensation

*Terms expire as of the date of our annual stockholder meeting in the year indicated, provided however that directors hold office until their successors are elected and qualified or until their earlier death, resignation, or removal.

R. Stephen Beatty previously served as our Chairman of the Board from January 2020 to September 2024. Mr. Beatty previously served as Executive Chairman of the Board from February 2015 to December 2019. He served as Chief Investor Officer from July 2017 through December 31, 2019. Prior to these roles, he served as our

Chief Executive Officer and a member of our board of directors since May 1999. Prior to joining us, Mr. Beatty established and operated Beatty Finance, Inc., a private financial services company. Mr. Beatty holds a B.S. in Mathematics from the University of South Alabama and an M.B.A. from the University of New Orleans.

Having formerly served as our Chief Executive Officer for over ten years, Mr. Beatty brings to the board of directors critical knowledge and understanding of the products offered by our company, proven management experience, and a thorough understanding of the biotechnology industry in which we operate. In addition, his years of experience owning and operating a financial services company give him valuable insight in the fields of finance and investment.

Robin L Carmichael was appointed our President and Chief Executive Officer in July 2017. Prior to this role, she was our President from February 2015 and had served as our Chief Operating Officer since January 2011. She has served as a member of our board of directors since February 2013 and was appointed Chairperson of the board in September 2024. Ms. Carmichael joined Helix BioMedix in October 2007 as our Vice President of Marketing and Business Development. Prior to joining us, she served as chief operating officer of DERMAdoctor, Inc., a dermoceutical company. She was vice president of marketing with ProCyte Corporation from 1998 to 2005 and later at PhotoMedex, Inc. following its acquisition of ProCyte in 2005. During her tenure at ProCyte, she gained drug development and clinical trial experience, developed and launched seven major product lines, and established international distribution. Ms. Carmichael has over 30 years of senior management positions in the life science and medical device companies, including Baxter Healthcare. She holds a Bachelor of Science in Nursing from Seattle University and attended the UCLA Anderson Graduate School of Executive Management.

Ms. Carmichael has significant senior-level management experience in the biotechnology, drug development and consumer products industries and brings to our board valuable knowledge of the strategic, marketing and operational aspects of these industries. Her experience makes her a strong contributor to our board.

Richard M. Cohen has served as a member of our board of directors since December 2005. Mr. Cohen has been the President of Richard M. Cohen Consultants since 1996, a company providing financial consulting services to both public and private companies. Since March 2022, Mr. Cohen has served as a director of Great Elm Capital Corp (NASDAQ: GECC) and, since February 2026, as a director of 2020 Biolabs (NASDAQ). In addition, he has served as a director of Ondas Holdings (NASDAQ: ONDS) since 2018 and Direct Digital (NASDAQ: DRCT) since November 2021. From March 2012 to July 2015, Mr. Cohen was the founder and managing partner of Chord Advisors, a firm providing outsourced CFO services to both public and private companies. From May 2012 to August 2013, Mr. Cohen was the interim CEO and member of the board of directors of CorMedix Inc. (NYSE: CRMD). From July 2008 to August 2012, Mr. Cohen was a member of the audit committee of Rodman and Renshaw, an investment banking firm. From July 2001 to August 2012, he was a partner with Novation Capital until its sale to a private equity firm. Mr. Cohen holds a B.S. with honors from the University of Pennsylvania (Wharton), an M.B.A. from Stanford University and a CPA from New York State (inactive).

We believe Mr. Cohen’s accounting background and his service as a director for other companies qualifies him to serve on our board of directors. In addition, Mr. Cohen has extensive finance and corporate governance experience, including dealing with financial and accounting matters affecting companies in the biotechnology industry. Based on his financial and accounting experience, he serves as our audit committee chairman and financial expert.

William A. Goolsbee joined our board in October of 2019. Mr. Goolsbee is an experienced life sciences professional with decades of leadership in both the Medical Device and Pharmaceutical sectors. Mr. Goolsbee was founder, chairman and chief executive officer of Horizon Medical Inc. from 1987 until its acquisition by a unit of UBS Private Equity in 2002. He was a founding director of ImmunoTherapy Corporation in 1993, and became chairman in 1995, a position he held until overseeing the successful acquisition of ImmunoTherapy by AVI Biopharma, Inc. (now Sarepta Therapeutics) in 1998. Mr. Goolsbee served as chairman of privately held BMG Pharma LLC, a pharmaceutical company, from 2006 through 2011 and of Metrodora Therapeutics until 2015. Mr. Goolsbee was a member of the board of directors of Antisense Therapeutics through December 2021 and was a director of Sarepta Therapeutics Inc. through December 2016; both companies focus on rare disease drug development. Mr. Goolsbee received his B.A. in English from the University of California in 1977.

With his background in rare disease drug development and his years of experience serving on the boards of directors of other companies, Mr. Goolsbee brings to our board demonstrated leadership ability and a solid understanding of corporate governance, which also makes him a valuable contributor to our board committees.

Lawrence Blake Jones has served as a member of our board of directors since March 2010. Since 1974, Mr. Jones has been a partner with Scheuermann & Jones (restructured to Blake Jones Law Firm, LLC in 2013 upon the death of Ms. Scheuermann), a Louisiana-based law firm that practices throughout much of the United States. In addition, he served on the board of directors of First NBC Bank Holding Company where he was the lead independent director and member of the audit committee. He holds a J.D. from Tulane Law School and a B.A. in history from the Louisiana State University.

With his legal background, his years of experience serving as a partner at a law firm, and his service on the boards of other companies and non-governmental organizations, Mr. Jones brings to our board demonstrated managerial ability and an understanding of the principles of good corporate governance, which also makes him a valuable contributor to the audit and governance committees.

Board of Directors and Board Leadership Structure

Our business, property and affairs are managed under the direction of our board of directors. Members of our board of directors are kept informed of our business through discussions with our officers, by reviewing materials provided to them, by visiting our offices and by participating in meetings of the board of directors and its committees.

In 2024, our board of directors appointed Ms. Carmichael as Chairperson of the Board. Executive sessions of our independent directors are chaired by one of the independent directors. Our independent directors regularly meet in executive sessions, typically following each full board meeting. An effective governance structure should balance the authority and influence of management directors and that of independent directors and ensure that independent directors are fully informed, able to discuss and debate the issues that they deem important, and able to provide effective oversight of management. Our board does not believe that any single leadership structure is clearly more effective at creating long-term stockholder value than the alternatives. However, our board believes that our board leadership structure strikes an appropriate balance between management and independent directors, that meetings of our board and committees have been characterized by free and open dialogue of competing views, and that the current structure is particularly appropriate at this time given our company's size and our chief executive officer's continuity of service with, and depth of knowledge about, our company.

Board Role in Risk Oversight

The board of directors is responsible for oversight of our risk management policies and procedures. We are exposed to a number of risks including financial risks, strategic and operational risks and risks relating to regulatory and legal compliance. Our management prepares and presents our business and financial plans, and the board of directors reviews these plans, which includes evaluating the objectives of, and risks associated with, such plans. In addition, the audit committee reviews and discusses with management our major financial and regulatory risks and the steps management has taken to monitor and control such risks, including relating to our internal controls. Further, our compensation committee strives to structure executive compensation so as to align the interests of our executive officers with the long-term interests of our stockholders and thus provide incentives to our executive officers to manage risk appropriately.

Board of Directors Meetings and Independence

During 2025, there were five meetings of the board of directors. All directors are expected to attend each meeting of the board of directors and the committees on which he or she serves. Five directors attended 100% of the aggregate number of meetings of the board of directors and committees thereof upon which the director served during the period for which he/she was a director or committee member during 2025.

The board of directors has determined that, after consideration of all relevant factors, each of R. Stephen Beatty, Richard M. Cohen, William A. Goolsbee, and Lawrence Blake Jones, constituting a majority of our board of directors, qualify (and qualified during 2025) as "independent" directors as defined under the rules of The NASDAQ Stock Market (Nasdaq) and that such directors do not (and did not during 2025) have any relationship with us that would interfere with the exercise of their independent business judgment.

Committees of the Board of Directors

Our board of directors currently has three committees: the audit committee, the compensation committee and the governance committee. Information about these committees is set forth below. From time to time the board of directors may take action in its entirety rather than by committee action.

Audit Committee

The audit committee was appointed by the board of directors to oversee our accounting and financial reporting processes and audits of our financial statements. The audit committee is responsible for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm. Among other responsibilities, the audit committee pre-approves all auditing and permissible non-auditing services of our independent registered public accounting firm; reviews the audited financial statements with management; obtains, reviews and discusses reports from our independent registered public accounting firm; reviews major proposed changes to our accounting and auditing policies suggested by our independent registered public accounting firm; assesses the independence of our independent registered public accounting firm; reviews and discusses with management and our independent registered public accounting firm the adequacy of our internal controls and disclosure controls and procedures; reviews and approves any related person transactions as required by our policy regarding related person transactions; and reviews the audit committee charter and its performance under the charter. A current copy of the audit committee charter is posted on our website at www.helixbiomedix.com in the Corporate Governance section, which is under the “Investors” tab.

The audit committee of our board of directors is currently comprised of Richard M. Cohen (Chair), R. Stephen Beatty, William A. Goolsbee, and Lawrence Blake Jones. The board of directors has determined that, after consideration of all relevant factors, each member of the audit committee qualifies as an “independent” director under Nasdaq and SEC rules. Each member of the audit committee is able to read and understand fundamental financial statements, including our balance sheets, statements of operations and statements of cash flow. Further, no member of the audit committee has participated in the preparation of our financial statements at any time during the past three years. The board of directors has designated Mr. Cohen as the “audit committee financial expert” as defined under applicable SEC rules, and determined that Mr. Cohen possesses the requisite “financial sophistication” as defined under applicable Nasdaq rules.

Compensation Committee

As described below, the compensation committee evaluates the compensation of our executive officers to ensure that they are compensated effectively and, in a manner, consistent with our stated compensation policies, internal equity considerations and competitive practices. The compensation committee also evaluates and makes recommendations regarding director compensation and administers our stock option plan. The committee is governed by a charter approved by the board of directors and posted on our website at www.helixbiomedix.com in the Corporate Governance section, which is under the “Investors” tab. In accordance with its charter, the committee may engage outside advisors, such as compensation consultants. To date, outside advisors have not been engaged to make determinations or recommendations concerning executive or director compensation. Our chief executive officer participates in certain compensation decisions, in consultation with the compensation committee, with respect to our other executive officers, as described below.

Our compensation committee of our board of directors is comprised of R. Stephen Beatty, Richard M. Cohen, William A. Goolsbee and Lawrence Blake Jones. The board of directors has determined that a majority of the members of the compensation committee (both prior to and after the annual meeting) qualifies as a “non-employee director” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and an “independent” director under applicable Nasdaq rules.

<u>Authority and Responsibility</u>

The principal responsibilities of the compensation committee include the following:

- Review and approve all compensation for our chief executive officer, including incentive-based and equity-based compensation;
- Review and approve annual performance objectives and goals relevant to compensation for our chief executive officer and evaluate the performance of our chief executive officer in light of these goals and objectives;

- Consider, in determining the long-term incentive component of compensation for our chief executive officer, our performance, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to our chief executive officer in past years;
- Review and approve incentive-based or equity-based compensation plans in which our executive officers participate and review and approve salaries, incentive and equity awards for other executive officers after consideration of any compensation recommendations of our chief executive officer with respect to such executive officers;
- Approve all employment, severance, or change-in-control agreements, and special or supplemental benefits, or provisions including the same, applicable to executive officers; and
- Review and propose to the board of directors from time-to-time changes in director and committee member compensation and director retirement policies.

Compensation Goals

The compensation committee directs a company-wide compensation policy designed to attract and retain executives and directors who will enhance stockholder value through effective design and execution of our business plan.

Specifically, the committee has established the following goals:

- Attract and retain the talent necessary for our business success;
- Recognize the individual experience of our employees and their contributions to our growth and other goals;
- Consider compensation levels at comparable companies in order to maintain our competitiveness in relevant labor markets; and
- Establish and maintain focus on stockholder value by aligning the interests of our executive officers with the long-term interests of our stockholders through a mix of long- and short-term incentives, which involve downside risk as well as upside potential.

Components of Executive Compensation

The compensation committee believes that the compensation levels of our executive officers should consist of a combination of the following fixed and variable elements:

- Base salaries that are commensurate with those of executives of comparable biotechnology companies;
- Cash bonus opportunities based on achievement of objectives set by (i) the compensation committee, with respect to our chief executive officer, and (ii) our chief executive officer in consultation with the compensation committee, with respect to our other executive officers; and
- Equity-related incentive compensation, which is intended to align management and stockholder interests.

In general, the committee considers the following factors when determining the compensation of our executive officers:

- Our performance against long-range business plans and strategic initiatives;
- Our financial performance;
- The individual performance of each executive officer;
- Other relevant factors, such as the overall labor market for qualified executives in the biotechnology industry and the overall economic conditions both in the biotechnology industry and the country as a whole; and
- Historical cash and equity compensation levels.

Cash Compensation

The level of base salary for each executive officer was determined by reference to executive officers' salaries at similarly situated companies. To date, the compensation committee has not retained outside compensation consultants to assist us with our compensation determinations.

Equity Compensation

The compensation committee administers and authorizes grants and awards to our executive officers made under our equity incentive plan. Options are generally granted under the stock option plan at the then-current market value and are generally subject to vesting periods to encourage employees to remain with us. The stock option plan is intended to provide incentives to executive officers to meet our goals, maximize stockholder value and encourage retention.

Governance Committee

The governance committee is responsible for developing criteria for the selection, appointment and removal of directors, evaluating and recommending nominees for our board of directors, developing and adopting codes of conduct and ethics for our employees and directors and providing oversight in the evaluation of board members and each committee. The governance committee is governed by a charter approved by the board of directors and posted on our website at www.helixbiomedix.com in the Corporate Governance section, which is under the "Investors" tab. The governance committee of our board of directors is currently comprised of William A. Goolsbee (Chair), R. Stephen Beatty, Richard M. Cohen and Lawrence Blake Jones. The board of directors has concluded that a majority of the members of the governance committee qualify as an "independent" director under applicable Nasdaq rules.

In 2003, the governance committee approved a Code of Ethics for our chief executive officer, chief financial officer, principal accounting officer or controller, or persons performing similar functions, and a Code of Business Conduct applicable to all employees and directors. The Code of Ethics and Code of Business Conduct are posted on our website at www.helixbiomedix.com in the Corporate Governance section, which is under the "Investors" tab. Any amendments to or waivers of the Code of Ethics will be promptly posted on our website.

Director Nomination Process

The governance committee's goal is to assemble a board of directors that brings to us a variety of perspectives and skills derived from high-quality business and professional experience. Although the governance committee does not have a formal diversity policy, the committee will consider such factors as it deems appropriate to assist in developing a board and committees that are diverse in nature and composed of experienced and seasoned advisors. These factors may include judgment, knowledge, skill, diversity (including factors such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, including experience in biotechnology, business, finance, administration or public service, the interplay of a candidate's experience with the experience of other board members, familiarity with national and international business matters, experience with accounting rules and practices, the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members, and the extent to which a candidate would be a desirable addition to the board of directors and any committees of the board of directors. In addition, directors are expected to be able to exercise their best business judgment when acting on our behalf and our stockholders, act ethically at all times and adhere to the applicable provisions of our Code of Business Conduct.

Other than consideration of the foregoing, there are no stated minimum criteria, qualities or skills for director nominees, although the governance committee may also consider such other factors as it may deem are in our best interests and the best interests of our stockholders. The governance committee does, however, believe it appropriate for at least one, and preferably more than one, member of the board of directors to meet the criteria for an "audit committee financial expert" as defined by applicable SEC rules, and for a majority of the members of the board of directors to meet the definition of "independent" director under applicable Nasdaq rules.

The governance committee identifies nominees by first evaluating the current members of the board of directors willing to continue in service. Current members of the board of directors with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the board of directors with that of obtaining a new perspective. The governance committee will also take into account an incumbent director's performance as a board member. If any member of the board of directors does not wish to continue in service or if the governance committee or the board of directors decides not to re-nominate a member for reelection, or if the governance committee decides to recommend that the size of our board of directors be increased, the governance committee will identify the desired skills and experience of a new nominee in light of the criteria described above. Current members of the governance committee, other members of the board of directors and management are polled for suggestions as to individuals meeting the criteria of the governance committee. Research may also be performed to identify qualified individuals.

It is the policy of the governance committee to consider recommendations of potential director candidates that are submitted by stockholders. The governance committee will evaluate stockholder recommendations for director candidates in the same manner that it evaluates recommendations for director candidates made by management, then-current directors or other sources. Stockholder recommendations of candidates for the board of directors must be in writing and include a signed statement by the proposed nominee that he or she is willing to serve as our director, a description of the nominee's relationship to the stockholder and any information that the stockholder feels will fully inform the board of directors about the proposed nominee and his or her qualifications. A copy of the full text of the bylaw provisions applicable to director nominations may be obtained by writing to our corporate secretary. For additional information and requirements, see the section titled "Stockholder Proposals and Nominations" below.

To date, we have not engaged third parties to identify, evaluate or assist in identifying potential director candidates, although we may in the future retain a third-party search firm, if appropriate. We did not receive any recommendations from stockholders of director candidates for the annual meeting.

Stockholder Communications with the Board of Directors and Board Attendance at Annual Stockholder Meetings

Our stockholders may, at any time, communicate in writing with any member or group of members of our board of directors by sending a written communication to the attention of Investor Relations by regular mail at our corporate offices or by email to IR@helixbiomedix.com, Attention: Investor Relations. Copies of written communications received by Investor Relations will be provided to the relevant director(s) unless such communications are considered, in the reasonable judgment of the company, to be improper for submission to the intended recipient(s). Examples of stockholder communications that would be considered improper for submission include, without limitation, solicitations, communications that do not relate directly or indirectly to us or our business, or communications that relate to improper or irrelevant topics.

Members of the board of directors are expected to make reasonable efforts to attend our annual stockholder meetings in person. Five members of our board of directors attended our 2025 annual meeting of stockholders.

Director Compensation

During 2025, non-employee members of the board of directors were not granted options to purchase additional shares of our common stock as equity compensation. Non-employee directors receive a quarterly retainer of $6,000 in cash. The compensation amount does not include expense reimbursement in consideration of their service on our board of directors.

PROPOSAL NO. 2

RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

A proposal will be presented at the annual meeting to ratify the appointment by the audit committee of Baker Tilly US, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026. In April 2025, the Company's former independent registered public accounting firm, Moss Adams, LLP, announced their planned combination with Baker Tilly US, US, LLP. Although ratification of the Company's independent registered public accounting firm is not required by law, the audit committee believes that stockholders should be given this opportunity to express their views on the subject. While not binding on the audit committee, the failure of the stockholders to ratify the appointment of Baker Tilly US, LLP as our independent registered public accounting firm by a majority of votes cast, in person or by proxy, would be considered by the audit committee in determining whether to continue the engagement of Baker Tilly US, LLP.

Report of the Audit Committee

In connection with the financial statements for the fiscal year ended December 31, 2025, the audit committee has:

- examined and discussed the reviewed financial statements with management;
- discussed with Baker Tilly US, LLP, the company's independent registered public accounting firm, the matters required to be discussed by applicable standards; and
- received the written disclosures and the letter from Baker Tilly US, LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding Baker Tilly US, LLP's communications with the audit committee, including those concerning independence, and has discussed with Baker Tilly US, LLP its independence.

AUDIT COMMITTEE
Richard M. Cohen (Chairman)
R. Stephen Beatty
William A. Goolsbee
Lawrence Blake Jones

Recommendation of the Board of Directors

Our board of directors recommends that the stockholders vote **FOR** ratification of the appointment of Baker Tilly US, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026.

STOCKHOLDER PROPOSALS AND NOMINATIONS

The election of directors and other proper business may be transacted at an annual meeting of stockholders, provided that such business is properly brought before such meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly brought before the meeting by or at the direction of the board of directors, or (iii) brought before the meeting by a stockholder pursuant to written notice thereof to the attention of our corporate secretary, in accordance with Section 2.13 of our bylaws, and received by us not fewer than 120 nor more than 150 days prior to the first anniversary of the date our proxy statement was released to stockholders in connection with the previous year's annual meeting of stockholders. Any such stockholder notice shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) the nature of the proposed business with reasonable particularity, including the exact text of any proposal to be presented for adoption and any supporting statement, which proposal and supporting statement shall not in the aggregate exceed 500 words, and his or her reasons for conducting such business at the annual meeting, (ii) any material interest of the stockholder in such business, (iii) the name, principal occupation and record address of the stockholder, (iv) the class and number of shares of the company which are held of record or beneficially owned by the stockholder, (v) the dates upon which the stockholder acquired such shares of stock and documentary support for any claims of beneficial ownership and (vi) such other matters as may be required by the Certificate of Incorporation. No business shall be conducted at any annual meeting of stockholders except in accordance with these requirements. The chairperson of the meeting of stockholders shall determine whether business has been properly brought before the meeting in accordance with these requirements and, if the facts so warrant, may refuse to transact any business at such meeting that has not been properly brought before the meeting. A copy of the full text of the applicable bylaw provisions may be obtained by writing to our corporate secretary.

OTHER MATTERS

As of the date of this proxy statement, we do not know of other business that will be presented for action at the annual meeting. If any other business requiring a vote of the stockholders should come before the annual meeting, the persons designated as proxies will vote or refrain from voting in accordance with their best judgment.

By Order of the Board of Directors,

Robin Carmichael

Robin L Carmichael
Chairperson of the Board

Bothell, Washington
July 10, 2026