

KAO Denmark A/S

Lyngbyvej 2

2100 København Ø

Central Business Registration No

19733033

Annual report 2016

The Annual General Meeting adopted the annual report on 07.06.2017

Chairman of the General Meeting

Name: Birger von Holdt

Contents

	Page
Entity details	1
Statement by Management on the annual report	2
Independent auditor's report	3
Management commentary	6
Income statement for 2016	7
Balance sheet at 31.12.2016	8
Statement of changes in equity for 2016	10
Notes	11
Accounting policies	14

Entity details

Entity

KAO Denmark A/S
Lyngbyvej 2
2100 København Ø

Central Business Registration No: 19733033

Registered in: København

Financial year: 01.01.2016 - 31.12.2016

Board of Directors

Frank Henkel, Chairman
Michael Cramer
Eric Brockhus
Birger von Holdt

Executive Board

Birger von Holdt, Chief Executive Officer

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of KAO Denmark A/S for the financial year 01.01.2016 - 31.12.2016.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 07.06.2017

Executive Board

Birger von Holdt
Chief Executive Officer

Board of Directors

Frank Henkel
Chairman

Michael Cramer

Eric Brockhus

Birger von Holdt

Independent auditor's report

To the shareholders of KAO Denmark A/S

Opinion

We have audited the financial statements of KAO Denmark A/S for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 07.06.2017

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33963556

Jan Larsen
State Authorised Public Accountant

Management commentary

Primary activities

The main object of the Entity is to sell and distribute hair and skin products, accessories and appliances of any kind to hairdressers as well as any related business.

Development in activities and finances

The Entity's gross profit amounted to DKK 16,886 thousand in 2016. Profit for the year after tax amounted to DKK 1,130 thousand.

The performance for the year is considered satisfactory.

The Entity expects a profit in 2017.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Gross profit		16,885,651	17,303
Staff costs	1	(15,274,361)	(15,090)
Depreciation, amortisation and impairment losses	2	<u>(282,456)</u>	<u>(467)</u>
Operating profit/loss		1,328,834	1,746
Other financial income		212,260	198
Other financial expenses		<u>(92,350)</u>	<u>(44)</u>
Profit/loss before tax		1,448,744	1,900
Tax on profit/loss for the year	3	<u>(319,190)</u>	<u>(451)</u>
Profit/loss for the year		<u>1,129,554</u>	<u>1,449</u>
Proposed distribution of profit/loss			
Retained earnings		<u>1,129,554</u>	<u>1,449</u>
		<u>1,129,554</u>	<u>1,449</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Goodwill		0	0
Intangible assets	4	0	0
Other fixtures and fittings, tools and equipment		168,758	239
Leasehold improvements		234,867	414
Property, plant and equipment	5	403,625	653
Deposits		1,066,203	452
Deferred tax		52,947	53
Fixed asset investments		1,119,150	505
Fixed assets		1,522,775	1,158
Trade receivables		2,909,589	4,219
Receivables from group enterprises		6,048,348	3,913
Prepayments		102,371	77
Receivables		9,060,308	8,209
Cash		5,123,218	3,302
Current assets		14,183,526	11,511
Assets		15,706,301	12,669

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Contributed capital	6	5,000,000	5,000
Retained earnings		3,238,476	2,109
Equity		8,238,476	7,109
Trade payables		112,887	436
Payables to group enterprises		1,589,768	74
Income tax payable		131,250	194
Other payables		5,633,920	4,856
Current liabilities other than provisions		7,467,825	5,560
Liabilities other than provisions		7,467,825	5,560
Equity and liabilities		15,706,301	12,669
Unrecognised rental and lease commitments	7		
Group relations	8		

Statement of changes in equity for 2016

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	5,000,000	2,108,922	7,108,922
Profit/loss for the year	0	1,129,554	1,129,554
Equity end of year	5,000,000	3,238,476	8,238,476

Notes

	2016	2015
	DKK	DKK'000
1. Staff costs		
Wages and salaries	14,279,018	14,021
Pension costs	869,198	839
Other social security costs	126,145	230
	15,274,361	15,090
Average number of employees	26	
	2016	2015
	DKK	DKK'000
2. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	282,456	467
	282,456	467
	2016	2015
	DKK	DKK'000
3. Tax on profit/loss for the year		
Tax on current year taxable income	297,246	378
Change in deferred tax for the year	0	73
Adjustment concerning previous years	21,944	0
	319,190	451
		Goodwill
		DKK
4. Intangible assets		
Cost beginning of year		4,696,329
Cost end of year		4,696,329
Amortisation and impairment losses beginning of year		(4,696,329)
Amortisation and impairment losses end of year		(4,696,329)
Carrying amount end of year		0

Notes

	Other fixtures and fittings, tools and equipment DKK	Leasehold improve- ments DKK
5. Property, plant and equipment		
Cost beginning of year	1,755,440	4,298,186
Additions	<u>32,457</u>	<u>0</u>
Cost end of year	<u>1,787,897</u>	<u>4,298,186</u>
Depreciation and impairment losses beginning of the year	(1,515,999)	(3,884,003)
Depreciation for the year	<u>(103,140)</u>	<u>(179,316)</u>
Depreciation and impairment losses end of the year	<u>(1,619,139)</u>	<u>(4,063,319)</u>
Carrying amount end of year	<u>168,758</u>	<u>234,867</u>

	Number	Par value DKK	Nominal value DKK
6. Contributed capital			
Aktie a	1	2750000	2,750,000
Aktie a	1	1125000	1,125,000
Aktie a	1	575000	575,000
Aktie a	<u>1</u>	<u>550000</u>	<u>550,000</u>
	<u>4</u>		<u>5,000,000</u>

The share capital consist of 4 shares. The shares have not been divided into classes. The share capital remained unchanged in the past five financial years.

	2016 DKK	2015 DKK'000
7. Unrecognised rental and lease commitments		
Hereof liabilities under rental or lease agreements until maturity in total	<u>12,041,699</u>	<u>3,876</u>

The Entity has entered into an 11-year lease agreement in 2016. The rental commitment for the years amounts to DKK 10,163 thousand.

The Entity's operating lease commitments amounts to DKK 1,879 thousand.

Notes

8. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

- KAO Corporation, Japan

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

- KAO Germany GmbH, Germany

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Referring to special competitive considerations only gross profit or loss is shown in the income statement as an aggregation of revenue, costs of raw materials and consumables and other external expenses; see section 32 of the Danish Financial Statements Act.

Revenue

Revenue from the sale of goods for resale and manufactured goods is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Accounting policies

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, regional KAO service agreements and marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital gains on foreign currency transactions, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payable to group enterprises, net capital losses on foreign currency transactions, amortisation of financial assets as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Goodwill

Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The amortisation period is four to five years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Accounting policies

Property, plant and equipment

Other fixtures and fittings, tools and equipment as well as leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	6 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax