KAO Denmark A/S

Lyngbyvej 2, 2100 København Ø

Company reg. no. 19 73 30 33

Annual report

1 January - 31 December 2020

The annual report was submitted and approved by the general meeting on the 30 June 2021.

Contents

	<u>Page</u>
Reports	
Management's report	1
Independent auditor's report	2
Management commentary	
Company information	5
Management commentary	6
Financial statements 1 January - 31 December 2020	
Income statement	7
Statement of financial position	8
Statement of changes in equity	10
Notes	11
Accounting policies	15

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
 Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's report

Today, the board of directors and the managing director have presented the annual report of KAO Denmark A/S for the financial year 1 January - 31 December 2020.

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

We consider the accounting policies appropriate and, in our opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 31 December 2020 and of the company's results of activities in the financial year 1 January – 31 December 2020.

We are of the opinion that the management commentary presents a fair account of the issues dealt with.

We recommend that the annual report be approved by the general meeting.

Copenhagen, 30 June 2021

Managing Director

Anders Andreassen Chief Executive Officer

Board of directors

Frank Henkel

Cory Michael Couts

Anders Andreassen

To the shareholder of KAO Denmark A/S

Opinion

We have audited the financial statements of KAO Denmark A/S for the financial year 1 January - 31 December 2020, which comprise income statement, statement of financial position, statement of changes in equity, notes and accounting policies. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 31 December 2020 and of the results of the company's activities for the financial year 1 January - 31 December 2020 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the section "Auditor's responsibilities for the audit of the financial statements". We are independent of the company in accordance with international ethical requirements for auditors (IESBA's Code of Ethics), 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.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such internal control as the 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 company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company 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 including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing, 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.

Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing, and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- 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 the 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 company'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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from events or conditions that may cast significant doubt on the company'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 company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and contents of the financial statements, including disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the 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 express no assurance opinion thereon.

Independent auditor's report

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

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

Based on the work we have performed, we believe that management commentary is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the management commentary.

Copenhagen, 30 June 2021

Deloitte

State Authorised Public Accountant Company reg. no. 33 96 35 56

Jan Larsen State Authorised Public Accountant mne16541

Company information

The company KAO Denmark A/S

Lyngbyvej 2

2100 København Ø

Company reg. no. 19 73 30 33

Established: 19 December 1996

Domicile: Copenhagen

Financial year: 1 January 2020 - 31 December 2020

Board of directors Frank Henkel, Chairman

Cory Michael Couts Anders Andreassen

Managing Director Andreassen, Chief Executive Officer

Auditors Deloitte Statsautoriseret Revisionspartnerselskab

Management commentary

The principal activities of the company

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 financial matters

The gross profit for the year totals DKK 16.234.993 against DKK 17.816.589 last year. Income or loss from ordinary activities after tax totals DKK 692.763 against DKK 928.486 last year. Management considers the net profit or loss for the year satisfactory.

Events subsequent to the financial year

No events subsequent to the financial year to this date, which would influence the evaluation of this annual report.

Income statement 1 January - 31 December

All amounts in DKK.

Note		2020	2019
	Gross profit	16.234.993	17.816.589
1	Staff costs	-14.711.655	-16.101.559
2	Depreciation and impairment of property, land, and equipment	-748.736	-709.435
	Operating profit	774.602	1.005.595
	Other financial income	213.725	201.276
3	Other financial costs	-97.522	-15.223
	Pre-tax net profit or loss	890.805	1.191.648
4	Tax on net profit or loss for the year	-198.042	-263.162
	Net profit or loss for the year	692.763	928.486
	Proposed appropriation of net profit:		
	Extraordinary dividend adopted during the financial year	0	700.000
	Transferred to retained earnings	692.763	228.486
	Total allocations and transfers	692.763	928.486

Statement of financial position at 31 December

All amounts in DKK.

Asset	S
-------	---

Note	<u>e</u>	2020	2019
	Non-current assets		
5	Goodwill	0	0
	Total intangible assets	0	0
6	Other fixtures and fittings, tools and equipment	769.790	844.951
7	Leasehold improvements	1.059.818	1.457.244
	Total property, plant, and equipment	1.829.608	2.302.195
8	Deposits	913.591	913.591
	Total investments	913.591	913.591
	Total non-current assets	2.743.199	3.215.786
	Current assets		
	Trade receivables	1.797.649	1.794.799
	Receivables from group enterprises	3.496.233	6.773.535
	Deferred tax assets	88.000	35.000
	Prepayments and accrued income	351.176	172.665
	Total receivables	5.733.058	8.775.999
	Cash on hand and demand deposits	17.740.497	4.930.965
	Total current assets	23.473.555	13.706.964
	Total assets	26.216.754	16.922.750

Statement of financial position at 31 December

All amounts in DKK.

	Equity and liabilities		
Note		2020	2019
	Equity		
9	Contributed capital	5.000.000	5.000.000
	Retained earnings	5.711.856	5.019.093
	Total equity	10.711.856	10.019.093
	Liabilities other than provisions		
	Trade payables	1.045.921	330.361
	Payables to group enterprises	9.735.994	1.913.232
	Income tax payable	171.977	182.097
	Other payables	4.551.006	4.477.967
	Total short term liabilities other than provisions	15.504.898	6.903.657
	Total liabilities other than provisions	15.504.898	6.903.657
	Total equity and liabilities	26.216.754	16.922.750

¹⁰ Contingencies

11 Related parties

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Total
-	<u> </u>	<u> </u>	
Equity 1 January 2019	5.000.000	4.790.607	9.790.607
Retained earnings for the year	0	228.486	228.486
Extraordinary dividend adopted during the financial			
year	0	700.000	700.000
Distributed extraordinary dividend adopted during			
the financial year	0	-700.000	-700.000
Equity 1 January 2020	5.000.000	5.019.093	10.019.093
Retained earnings for the year	0	692.763	692.763
	5.000.000	5.711.856	10.711.856

A 11		:	DIZIZ
AΠ	amounts	ın	DNN.

		2020	2019
1.	Staff costs		
	Salaries and wages	13.392.203	14.610.842
	Pension costs	1.203.159	1.417.013
	Other costs for social security	116.293	73.704
		14.711.655	16.101.559
	Average number of employees	26	27
2.	Depreciation and impairment of property, land, and equipment		
	Depreciation of leasehold improvements	397.426	397.427
	Depreciation of other fixtures and fittings, tools and equipment	351.310	310.367
	Profit/loss on the sale of property, plant, and equipment	0	1.641
		748.736	709.435
3.	Other financial costs		
	Other financial costs	97.522	15.223
		97.522	15.223
4.	Tax on net profit or loss for the year		
	Tax on net profit or loss for the year	251.042	327.162
	Adjustment of deferred tax for the year	-53.000	-64.000
		198.042	263.162

A 11		:	DIZIZ
AΠ	amounts	ın	DNN.

		31/12 2020	31/12 2019
5.	Goodwill		
	Cost 1 January 2020	4.696.329	4.696.329
	Cost 31 December 2020	4.696.329	4.696.329
	Amortisation and writedown 1 January 2020	-4.696.329	-4.696.329
	Amortisation and writedown 31 December 2020	-4.696.329	-4.696.329
	Carrying amount, 31 December 2020	0	0
6.	Other fixtures and fittings, tools and equipment		
	Cost 1 January 2020	1.854.174	1.803.233
	Additions during the year	276.149	229.140
	Disposals during the year	0	-178.199
	Cost 31 December 2020	2.130.323	1.854.174
	Amortisation and writedown 1 January 2020	-1.009.223	-850.754
	Amortisation and depreciation for the year	-351.310	-310.367
	Reversal of depreciation, amortisation and impairment loss, assets disposed of	0	151.898
	Amortisation and writedown 31 December 2020	-1.360.533	-1.009.223
	Carrying amount, 31 December 2020	769.790	844.951
7.	Leasehold improvements		
	Cost 1 January 2020	1.987.138	1.987.138
	Cost 31 December 2020	1.987.138	1.987.138
	Depreciation and writedown 1 January 2020	-529.894	-132.467
	Amortisation and depreciation for the year	-397.426	-397.427
	Depreciation and writedown 31 December 2020	-927.320	-529.894
	Carrying amount, 31 December 2020	1.059.818	1.457.244

All amounts in DKK.

		31/12 2020	31/12 2019
8.	Deposits		
	Cost 1 January 2020	913.591	913.591
	Cost 31 December 2020	913.591	913.591
	Carrying amount, 31 December 2020	913.591	913.591
9.	Contributed capital		
	Aktie a 1, nominal value	2.750.000	2.750.000
	Aktie a 1, nominal value	1.125.000	1.125.000
	Aktie a 1, nominal value	575.000	575.000
	Aktie a 1, nominal value	550.000	550.000
		5.000.000	5.000.000

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.

10. Contingencies

Contingent liabilities

The Entity has entered into a 11-year office rental liabilities agreement in 2016. The rental commitment for the rest 7 years amounts to DKK 6.683 thousand..

The Entity has entered into a 10-year shop rental obligations agreement in 2018. The rental commitment for the rest 8 years amounts to DKK 8.923 thousand.

The Entity's operating lease commitments amounts to DKK 405 thousand.

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

All amounts in DKK.

10. Contingencies (continued)

Joint taxation (continued)

The liability relating to obligations in connection with withholding tax on dividends, interest, and royalties represents an estimated maximum of DKK 0 thousand.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.

11. Related parties

Consolidated financial statements

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

The annual report for KAO Denmark A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

Changes in the accounting policies

The item "Staff costs" has been reclassified so that certain types of expenses previously recognised under "Staff costs" will, in the future, be recognised under the item "Other external charges".

The change in classification has no effect on the net profit or loss for the year, nor on the statement of financial position, neither for the current financial year, nor the previous financial year. The comparative figures have been adjusted in accordance with the reclassification.

Except for the above, the accounting policies for the financial statements remain unchanged from last year.

The annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Income statement

Gross profit

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

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

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 costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members. Staff costs are less government reimbursements.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation, amortisation, and writedown for the year and profit and loss on the disposal of intangible and tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Intangible assets

Goodwill

Acquired goodwill is measured at cost less accumulated amortisation. Given that it is impossible to make a reliable estimate of the useful life, the amortisation period is set at 10 years.

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

Useful life Residual value 5 years 0 %

Other fixtures and fittings, tools and equipment

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

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement under depreciation.

Leasehold improvements

Leasehold improvements are measured at cost less accrued depreciations. Depreciation is done on a straightline basis over the estimated useful life of the asset, which is set at 5 years.

Leases

The enterprise will be applying IAS 17 as its base of interpretation for recognition of classification and recognition of leases.

At their initial recognition in the statement of financial position, leases concerning property, plant, and equipment where the company holds all essential risks and advantages associated with the proprietary right (finance lease) are measured either at fair value or at the present value of the future lease payments, whichever value is lower. When calculating the present value, the discount rate used is the internal rate of return of the lease or, alternatively, the borrowing rate of the enterprise. Hereafter, assets held under a finance lease are treated in the same way as other similar property, plant, and equipment.

The capitalised residual lease commitment is recognised in the statement of financial position as a liability other than provisions, and the interest part of the lease is recognised in the income statement for the term of the contract.

All other leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Prepayments and accrued income

Prepayments and accrued income recognised under assets comprise incurred costs concerning the following financial year.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

Income tax and deferred tax

As administration company, KAO Denmark A/S is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Accruals and deferred income

Payments received concerning future income are recognised under accruals and deferred income.