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PERSONLIGT ENGAGEMENT

STATSAUTORISERET
REVISIONSAKTIESELSKAB

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Hårklinikken ApS

Amaliegade 42, 1256 København K

Company reg. no. 25 63 59 14

Annual report

1 January - 31 December 2016

The annual report has been submitted and approved by the general meeting on the 15 June 2017.

Mette Marie Louise Skjøth
Chairman of the meeting

Notes:

- To ensure the greatest possible applicability of this document, British 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 %.



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Management's report

The board of directors and the managing director have today presented the annual report of Hårklinikken ApS for the financial year 1 January to 31 December 2016.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2016 and of the company's results of its activities in the financial year 1 January to 31 December 2016.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Copenhagen, 12 June 2017

Managing Director

Lene Wang Kristensen

Board of directors

Lars Skjøth
Chairman

Mette Marie Louise Skjøth



Independent auditor's report

To the shareholder of Hårklinikken ApS

Opinion

We have audited the annual accounts of Hårklinikken ApS for the financial year 1 January to 31 December 2016, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2016 and of the results of the company's operations for the financial year 1 January to 31 December 2016 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 below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

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

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts 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 may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts

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



Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.



Independent auditor's report

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

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 12 June 2017

Christensen Kjarulff

Statsautoriseret Revisionsaktieselskab
Company reg. no. 15 91 56 41

Elan Schapiro

State Authorised Public Accountant



Company data

The company

Hårklinikken ApS
Amaliegade 42
1256 København K

Company reg. no. 25 63 59 14
Established: 22 September 2000
Domicile:
Financial year: 1 January - 31 December
16th financial year

Board of directors

Lars Skjøth, Chairman
Mette Marie Louise Skjøth

Managing Director

Lene Wang Kristensen

Auditors

Christensen Kjarulff
Statsautoriseret Revisionsaktieselskab

Parent company

Skjøth Holding ApS

Subsidiary

Hårklinikken GmbH, Tyskland/Germany



Management's review

The principal activities of the company

The principal activities are treatment of hair loss challenges, as well as scalp diseases, including sales and marketing of hair and scalp products in Denmark, both in retail and clinics.

Development in activities and financial matters

The gross profit for the year is TDKK 6.076 against TDKK 5.670 last year. The results from ordinary activities after tax are TDKK 763 against TDKK 121 last year.

The development of the company's activities and financial matters are shown in the following profit and loss account and the balance sheet. The management considers the results satisfactory.

Like 2015, turnover on products has risen in 2016. Continued growth in product sales is expected in 2017.

Hårklinikken ApS remains the market leader in the treatment of hair losses and scalp diseases. Hårklinikken ApS is considered as second to none ambassadors in the field..



Profit and loss account 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2016</u>	<u>2015</u>
Gross profit	6.075.615	5.669.927
1 Staff costs	-5.135.940	-5.432.932
Depreciation and writedown relating to tangible fixed assets	-20.225	-17.782
Operating profit	919.450	219.213
Income from equity investment in group enterprise	-51.843	-111.842
Other financial income from group enterprises	162.073	126.681
Other financial income	12.651	23.147
Other financial costs	-16.156	-19.971
Results before tax	1.026.175	237.228
2 Tax on ordinary results	-262.718	-116.633
Results for the year	763.457	120.595
Proposed distribution of the results:		
Dividend for the financial year	2.500.000	0
Allocated to results brought forward	0	120.595
Allocated from results brought forward	-1.736.543	0
Distribution in total	763.457	120.595



Balance sheet 31 December

All amounts in DKK.

Assets

<u>Note</u>	<u>2016</u>	<u>2015</u>
Fixed assets		
3 Other plants, operating assets, and fixtures and furniture	24.713	33.914
4 Decoration rented premises	0	11.024
Tangible fixed assets in total	<u>24.713</u>	<u>44.938</u>
5 Equity investment in group enterprise	1	1
Deposits	<u>266.803</u>	<u>260.886</u>
Financial fixed assets in total	<u>266.804</u>	<u>260.887</u>
Fixed assets in total	<u>291.517</u>	<u>305.825</u>
Current assets		
Manufactured goods and trade goods	<u>811.984</u>	<u>697.631</u>
Inventories in total	<u>811.984</u>	<u>697.631</u>
Trade debtors	81.094	37.891
Amounts owed by group enterprises	4.532.273	3.670.797
Deferred tax assets	4.132	2.872
Other debtors	<u>186.426</u>	<u>93.618</u>
Debtors in total	<u>4.803.925</u>	<u>3.805.178</u>
Other securities and equity investments	<u>19.529</u>	<u>18.102</u>
Securities in total	<u>19.529</u>	<u>18.102</u>
Available funds	<u>1.141.947</u>	<u>966.975</u>
Current assets in total	<u>6.777.385</u>	<u>5.487.886</u>
Assets in total	<u>7.068.902</u>	<u>5.793.711</u>



Balance sheet 31 December

All amounts in DKK.

Equity and liabilities			
<u>Note</u>		<u>2016</u>	<u>2015</u>
Equity			
6	Contributed capital	125.000	125.000
7	Results brought forward	292.747	1.913.303
8	Proposed dividend for the financial year	2.500.000	0
	Equity in total	<u>2.917.747</u>	<u>2.038.303</u>
Liabilities			
	Prepayments received from customers	102.443	147.247
	Trade creditors	2.255.668	2.123.114
	Corporate tax	263.978	110.121
	Other debts	1.529.066	1.374.926
	Short-term liabilities in total	<u>4.151.155</u>	<u>3.755.408</u>
	Liabilities in total	<u>4.151.155</u>	<u>3.755.408</u>
	Equity and liabilities in total	<u>7.068.902</u>	<u>5.793.711</u>

9 Mortgage and securities

10 Contingencies



Notes

All amounts in DKK.

	<u>2016</u>	<u>2015</u>
1. Staff costs		
Salaries and wages	4.524.282	4.813.653
Pension costs	308.777	317.519
Other costs for social security	39.950	36.900
Other staff costs	262.931	264.860
	<u>5.135.940</u>	<u>5.432.932</u>
Average number of employees	<u>12</u>	<u>11</u>
2. Tax on ordinary results		
Tax of the results for the year, parent company	263.978	110.121
Adjustment for the year of deferred tax	-1.260	6.512
	<u>262.718</u>	<u>116.633</u>
3. Other plants, operating assets, and fixtures and furniture		
Cost 1 January	561.454	537.369
Additions during the year	<u>0</u>	<u>24.085</u>
Cost 31 December	<u>561.454</u>	<u>561.454</u>
Depreciation and writedown 1 January	-527.540	-522.755
Depreciation for the year	<u>-9.201</u>	<u>-4.785</u>
Depreciation and writedown 31 December	<u>-536.741</u>	<u>-527.540</u>
Book value 31 December	<u>24.713</u>	<u>33.914</u>



Notes

All amounts in DKK.

	<u>31/12 2016</u>	<u>31/12 2015</u>
4. Decoration rented premises		
Cost 1 January	129.964	129.964
Cost 31 December	129.964	129.964
Depreciation and writedown 1 January	-118.940	-105.943
Depreciation for the year	-11.024	-12.997
Depreciation and writedown 31 December	-129.964	-118.940
Book value 31 December	0	11.024
5. Equity investment in group enterprise		
Acquisition sum, opening balance 1 January	7	7
Cost 31 December	7	7
Revaluations, opening balance 1 January	-3.465.283	-3.353.434
Translation by use of the exchange rate valid on balance sheet date	115.993	0
Results for the year before goodwill amortisation	-51.842	-111.842
Writedown 31 December	-3.401.132	-3.465.276
Offsetting against debtors	3.401.126	3.465.270
Set off against debtors and provisions for liabilities	3.401.126	3.465.270
Book value 31 December	1	1

The financial highlights for the enterprise according to the latest approved annual report

	Share of ownership	Equity	Results for the year	Book value at Hårklinikken ApS
Hårklinikken GmbH, Tyskland/Germany	100 %	-3.401.126	-51.842	1

6. Contributed capital		
Contributed capital 1 January	125.000	125.000
	125.000	125.000



Notes

All amounts in DKK.

	<u>31/12 2016</u>	<u>31/12 2015</u>
7. Results brought forward		
Results brought forward 1 January	1.913.303	1.792.708
Profit or loss for the year brought forward	-1.736.543	120.595
Exchange rate adjustment	13.048	0
Adjustment of previous years' impairment	102.939	0
	<u>292.747</u>	<u>1.913.303</u>
8. Proposed dividend for the financial year		
Dividend 1 January	0	0
Dividend for the financial year	2.500.000	0
	<u>2.500.000</u>	<u>0</u>

9. Mortgage and securities

For bank debts for the group, the company has provided security in Hårklinikken ApS' goodwill and leasehold rights at a total amount of DKK 7.000 thousand.

Moreover, the company has provided guarantees for the parent company, Skjøth Holding ApS' bank debt at a total amount of DKK 2.266 thousand.

10. Contingencies

Contingent liabilities

The contingent liability covers rent for leases in Copenhagen and Aarhus, and amounts to DKK 415 thousand.

Joint taxation

Skjøth Holding ApS being the administration company, the company is subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

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



Notes

All amounts in DKK.

• **Contingencies (continued)**

Joint taxation (continued)

The total tax payable under the joint taxation amounts to DKK 33 thousand.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.



Accounting policies used

The annual report for Hårklinikken ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises with the addition of some rules for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The profit and loss account

Gross profit

The gross profit comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.



Accounting policies used

Other operating income and costs comprise accounting items of secondary nature in proportion to the principal activities of the enterprise.

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, loss on debtors, and operational leasing costs.

Staff costs

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

Depreciation, amortisation and writedown

Depreciation, amortisation and writedown comprise depreciation, amortisation and writedown for the year and gains and losses on disposal of intangible and tangible fixed assets.

Net financials

Net financials include interest income, interest expenses, and realised and unrealised capital gains and losses on financial assets and liabilities. Net financials are recognised in the profit and loss account with the amounts concerning the financial year.

Results from equity investment in group enterprises

After full elimination of intercompany profit or loss and deduction of amortisation of consolidated goodwill, the equity investment in the individual group enterprises are recognised in the profit and loss account at a proportional share of the group enterprise's results after tax.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises.

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

The balance sheet

Tangible fixed assets

Tangible fixed assets are measured at cost with deduction of accrued depreciation and writedown.

The basis of depreciation is cost with deduction of any expected residual value after the end of the useful life of the asset.



Accounting policies used

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

Depreciation takes place on a straight line basis and based on an evaluation of the expected useful life:

Decoration rented premises	10 years
Other plants, operating assets, fixtures and furniture	3-5 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the profit and loss account in the year of acquisition.

Profit or loss deriving from the sales of tangible fixed assets is measured as the difference between the sales price reduced by the selling costs and the book value at the time of the sale. Profit or loss is recognised in the profit and loss account under depreciation

Financial fixed assets

Equity investment in group enterprise

Equity investment in group enterprise is recognised in the balance sheet at a proportional share under the equity method, the value being calculated on the basis of the accounting policies of the parent company by the deduction or addition of unrealised intercompany profits and losses, and with the addition or deduction of residual value of positive or negative goodwill measured by applying the acquisition method.

Group enterprise with negative equity is recognised without any value, and to the extent they are considered irrevocable, amounts owed by these companies are written down by the parent's share of the equity. If the negative equity exceeds the debtors, the residual amount is recognised under liability provisions to the extent the parent has a legal or actual liability to cover the negative equity of the subsidiary.

To the extent the equity exceeds the cost, the net revaluation of equity investment in group enterprise is transferred to the reserves under the equity for net revaluation as per the equity method. Dividend from group enterprise expected to be decided before the approval of this annual report are not subject to a limitation of the revaluation reserves. The reserves are adjusted by other equity movements in group enterprise.

Newly taken over or newly established companies are recognised in the annual accounts as of the time of acquisition. Sold or liquidated companies are recognised at the time of cession.

Profit or loss in connection with the sale of group enterprise is measured as the difference between the sales amount and the book value of net assets at the time of the sale, inclusive of remaining consolidated goodwill and expected costs for sale and cession. Profit and loss are recognised in the profit and loss account under net financials.



Accounting policies used

Inventories

Inventories are measured at cost on basis of the FIFO method. In case the net realisable value of the inventories is lower than the cost, writedown takes place to this lower value.

The net realisable value for inventories is recognised as the market price with deduction of completion costs and selling costs. The net realisable value is determined taking into consideration the negotiability, obsolescence, and development of the expected market price.

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Securities and equity investments

Securities and equity investments recognised as current assets are measured at fair value on the balance sheet date.

Available funds comprise cash at bank and in hand.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under the equity. Proposed dividend is recognised as a liability at the time of approval by the general meeting (the time of declaration).

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

According to the rules of joint taxation, Hårklinikken ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Payable and receivable joint taxation contributions are recognised in the balance sheet as "Receivable corporate tax" or "Payable corporate tax".

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.



Accounting policies used

Liabilities

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