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KJÆRULFF

PERSONLIGT ENGAGEMENT

STATSAUTORISERET
REVISIONSAKTIESELSKAB

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Skjøth Holding ApS

Amaliegade 42, 1256 København K

Company reg. no. 28 84 22 87

Annual report

1 January - 31 December 2017

The annual report has been submitted and approved by the general meeting on the 18 June 2018.



Mette Marie Louise Skjøth
Chairman of the meeting

Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance DKK 146.940 is the same as the English amount of DKK 146,940, and that 23,5 % is the same as the English 23.5 %.



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Management's report

The managing director has today presented the annual report of Skjøth Holding ApS for the financial year 1 January to 31 December 2017.

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

I consider the accounting policies used appropriate, and in my 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 2017 and of the company's results of its activities in the financial year 1 January to 31 December 2017.

I am 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, 18 June 2018

Managing Director


Lars Skjøth



Independent auditor's report

To the shareholder of Skjøth Holding ApS

Opinion

We have audited the annual accounts of Skjøth Holding ApS for the financial year 1 January to 31 December 2017, 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 2017 and of the results of the company's operations for the financial year 1 January to 31 December 2017 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, 18 June 2018

Christensen Kjarulff

Statsautoriseret Revisionsaktieselskab
Company reg. no. 15 91 56 41

Eran Schapiro
State Authorised Public Accountant
MNE-nr. 33765



Company data

The company

Skjøth Holding ApS
Amaliegade 42
1256 København K

Company reg. no. 28 84 22 87
Established: 10 June 2005
Domicile: Copenhagen
Financial year: 1 January - 31 December
13th financial year

Managing Director

Lars Skjøth

Auditors

Christensen Kjærulff
Statsautoriseret Revisionsaktieselskab
Store Kongensgade 68
1264 København K

Subsidiary

Hårklinikken ApS, Copenhagen



Management's review

The principal activities of the company

The principal activities are management of rights and know-how related to hair transplants techniques for effective treatment of hair loss and scalp diseases. Moreover, the company operates in financing activities and subsidiaries.

Development in activities and financial matters

The gross loss for the year is tDKK -17.615 against tDKK -13.996 last year. The results from ordinary activities after tax are tDKK 324.143 against tDKK 324.721 last year. The management consider the results satisfactory.

Capital structure:

The company's equity is negative, tDKK 4.742 at 31 December 2017. The equity is expected to be restored over the years by dividend payments from group enterprises. In this connection, the company's main creditors have issued a letter of subordination for the company's debt tDKK 4.798 for the benefit of other creditors.



Profit and loss account 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2017</u>	<u>2016</u>
Gross loss	-17.615	-13.996
Income from equity investment in group enterprise	595.083	620.465
Other financial income	1.448	11.194
1 Other financial costs	<u>-330.273</u>	<u>-376.494</u>
Results before tax	248.643	241.169
2 Tax on ordinary results	<u>75.500</u>	<u>83.552</u>
Results for the year	<u>324.143</u>	<u>324.721</u>
Proposed distribution of the results:		
Allocated to results brought forward	<u>324.143</u>	<u>324.721</u>
Distribution in total	<u>324.143</u>	<u>324.721</u>



Balance sheet 31 December

All amounts in DKK.

Assets		2017	2016
<u>Note</u>		<u> </u>	<u> </u>
Fixed assets			
3	Equity investment in group enterprise	<u>2.080.641</u>	<u>3.990.183</u>
	Financial fixed assets in total	<u>2.080.641</u>	<u>3.990.183</u>
	Fixed assets in total	<u>2.080.641</u>	<u>3.990.183</u>
Current assets			
	Receivable corporate tax	157.970	231.256
	Other debtors	<u>2.944</u>	<u>0</u>
	Debtors in total	<u>160.914</u>	<u>231.256</u>
	Other securities and equity investments	<u>20.486</u>	<u>19.529</u>
	Securities in total	<u>20.486</u>	<u>19.529</u>
	Available funds	<u>13.943</u>	<u>205.707</u>
	Current assets in total	<u>195.343</u>	<u>456.492</u>
	Assets in total	<u>2.275.984</u>	<u>4.446.675</u>



Balance sheet 31 December

All amounts in DKK.

<u>Note</u>	<u>2017</u>	<u>2016</u>	
Equity and liabilities			
Equity			
4	Contributed capital	125.000	125.000
5	Results brought forward	-4.866.814	-5.186.332
	Equity in total	-4.741.814	-5.061.332
Provisions			
6	Provisions for deferred tax	637.778	623.777
	Provisions in total	637.778	623.777
Liabilities			
	Bank debts	866.982	1.564.541
	Other debts	2.169.552	2.085.862
	Long-term liabilities in total	3.036.534	3.650.403
7	Short term Liabilities	701.328	701.790
	Trade creditors	13.500	26.000
	Debt to group enterprises	2.628.658	4.505.841
	Other debts	0	196
	Short-term liabilities in total	3.343.486	5.233.827
	Liabilities in total	6.380.020	8.884.230
	Equity and liabilities in total	2.275.984	4.446.675
8	Mortgage and securities		
9	Contingencies		



Notes

All amounts in DKK.

	2017	2016
1. Other financial costs		
Financial costs, group enterprises	143.045	162.073
Other financial costs	187.228	214.421
	330.273	376.494
2. Tax on ordinary results		
Tax of the results for the year, parent company	-75.969	-83.552
Adjustment of tax for previous years	469	0
	-75.500	-83.552
3. Equity investment in group enterprise		
Acquisition sum, opening balance 1 January	7.048.294	7.048.294
Cost 31 December	7.048.294	7.048.294
Revaluations, opening balance 1 January	-2.700.631	-3.580.075
Translation by use of the exchange rate valid on balance sheet date	-4.625	115.987
Dividend	-2.500.000	0
Share of results for the year	738.075	763.457
Revaluation 31 December	-4.467.181	-2.700.631
Amortisation of goodwill, opening balance 1 January	-357.480	-214.488
Amortisation of goodwill for the year	-142.992	-142.992
Depreciation on goodwill 31 December	-500.472	-357.480
Book value 31 December	2.080.641	3.990.183
The items include goodwill with an amount of	929.443	1.072.435

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

	Share of ownership	Equity	Results for the year	Book value at Skjøth Holding ApS
Hårklinikken ApS, Copenhagen	100 %	1.151.197	738.075	2.080.641



Notes

All amounts in DKK.

	<u>31/12 2017</u>	<u>31/12 2016</u>		
4. Contributed capital				
Contributed capital 1 January	125.000	125.000		
	<u>125.000</u>	<u>125.000</u>		
5. Results brought forward				
Results brought forward 1 January	-5.186.332	-5.627.040		
Profit or loss for the year brought forward	324.143	324.721		
Adjustment	-4.625	115.987		
	<u>-4.866.814</u>	<u>-5.186.332</u>		
6. Provisions for deferred tax				
Provision for deferred tax relating to deferred tax on retaxation balance by selecting international joint taxation under Corporation Tax Act, § 31A,4.				
7. Short term Liabilities				
	<u>Instalments first year</u>	<u>Outstanding debt after 5 years</u>	<u>Debt in total 31 Dec 2017</u>	<u>Debt in total 31 Dec 2016</u>
Bank debts	701.328	0	1.568.310	2.266.331
Other debts	0	0	2.169.550	2.085.860
	<u>701.328</u>	<u>0</u>	<u>3.737.860</u>	<u>4.352.191</u>
8. Mortgage and securities				
As security for group's bank debts, the company has provided security in Hårklinikken ApS shares with a net asset value of tDKK 2.081.				



Notes

All amounts in DKK.

9. Contingencies

Joint taxation

The company is the administration company of the group of companies 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.

The liability relating to obligations in connection with withholding tax on dividends, interest and royalties represents an estimated maximum of tDKK 90.

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 Skjøth Holding ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying 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.

Translation of foreign currency

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.

Debtors, creditors, and other monetary items in foreign currency are translated by using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or the recognition in the latest annual accounts of the amount owed or the liability is recognised in the profit and loss account under financial income and expenses.



Accounting policies used

Fixed assets and other non-monetary assets acquired in foreign currency and which are not considered to be investment assets purchased in foreign currencies are measured at the exchange rate on the transaction date.

In case the foreign group enterprises and associated enterprises meet the criteria for being independent units, the profit and loss accounts are translated by using an average exchange rate for the period in question, and the balance sheet items are translated by using the closing rate. Differences arising in connection with the translation of the equity of foreign group enterprises at the beginning of the year to the closing rate are recognised directly in the equity. The same goes for differences arising in connection with translation of the profit and loss accounts from average exchange rate to the closing rate.

At recognition of foreign group enterprises which are integrated units, the monetary items are translated by using the closing rate. Non monetary items are translated by using the exchange rate prevailing at the time of acquisition or at the time of the following depreciation or writedown of the asset. The items of the profit and loss account are translated by using the exchange rate prevailing at the date of the transaction. However, items in the profit and loss account deriving from non monetary items are translated by using historical prices.

Currency adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in the equity. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised in the equity.

The profit and loss account

Gross loss

The gross loss comprises for administration.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Results from equity investment in group enterprise

After full elimination of intercompany profit or loss and deduction of amortisation of consolidated goodwill, the equity investment in the group enterprise is 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.



Accounting policies used

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

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

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 enterprises with negative equity are 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.

Positive differences (goodwill) between cost and fair value of identifiable, acquired assets and liabilities, inclusive of liability provisions for restructuring, are recognised under equity investment in group enterprise, and they are amortised over their estimated useful life. The useful life is determined on the basis of the management's experience with the individual business areas. The amortisation period is maximum 20 years, being the longer for strategic acquirees with a strong market position and a long-range earnings potential. The book value of goodwill is evaluated currently and written down in the profit and loss account in those cases where the book value exceeds the expected future net income from the enterprise or the activity, to which the goodwill is attached.

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.



Accounting policies used

Securities and equity investments

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

Available funds

Available funds comprise cash at bank.

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.

Skjøth Holding ApS is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, Skjøth Holding 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.

Liabilities

Mortgage debt and bank debt are for instance measured at amortised cost. As to cash loans, this corresponds to the outstanding debt of the loan. For bond loans, the amortised cost corresponds to an outstanding debt calculated as the underlying cash value at the date of borrowing adjusted by amortisation of the market value adjustment on the date of the borrowing carried out over the repayment period.

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