



CHRISTENSEN
KJÆRULFF

PERSONLIGT ENGAGEMENT

STATSAUTORISERET
REVISIONSAKTIESELSKAB

CVR: 15 91 56 41

STORE KONGENSGADE 68
1264 KØBENHAVN K

TLF: 33 30 15 15
E-MAIL: CK@CK.DK
WEB: WWW.CK.DK

HK Koncept og Produkt ApS

c/o Hårklinikken ApS, Amaliegade 42, 1256 København K

Company reg. no. 35 39 98 52

Annual report

1 January - 31 December 2021

The annual report has been submitted and approved by the general meeting on the 30 June 2022.

Lars Skjøth
Chairman of the meeting



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Notes:

- 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 statement

Today, the Board of Directors and the Executive Board have approved the annual report of HK Koncept og Produkt ApS for the financial year 1 January - 31 December 2021.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 30 June 2022

Executive board

Malte Holm
Chief Executive Director

Danny Diduch
Director

Board of directors

Lars Skjøth
Chairman

Mette Marie Louise Skjøth



Independent auditor's report

To the shareholder of HK Koncept og Produkt ApS

Opinion

We have audited the financial statements of HK Koncept og Produkt ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies,, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021, and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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 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 in preparing the financial statements 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 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.



Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 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 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 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 the disclosures, 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 Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.



Independent auditor's report

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 30 June 2022

Christensen Kjarulff

Statsautoriseret Revisionsaktieselskab
Company reg. no. 15 91 56 41

Elan Schapiro

State Authorised Public Accountant
mne33765



Company information

The company

HK Koncept og Produkt ApS
c/o Hårklinikken ApS
Amaliegade 42
1256 København K

Company reg. no. 35 39 98 52
Established: 7 July 2013
Domicile: Copenhagen
Financial year: 1 January 2021 - 31 December 2021

Board of directors

Lars Skjøth, Chairman
Mette Marie Louise Skjøth

Executive board

Malte Holm, Chief Executive Director
Danny Diduch, Director

Auditors

Christensen Kjærulff
Statsautoriseret Revisionsaktieselskab
Store Kongensgade 68
1264 København K

Parent company

Hairclinic Group ApS



Management's review

The principal activities of the company

Like previous years, the principal activities are investment and financing activities, to hold and develop recipes, concepts, trademarks, and intangible rights, as well as production, licensing and sales of products, HK Concepts, trademarks and rights and other activities related thereto.

Unusual circumstances

The outbreak of Coronavirus / Covid-19 has posed challenges and risks for the company in the current financial year.

The virus outbreak has led to uncertainty both politically / socially and for the company. The virus outbreak has only affected the current year's result slightly and management estimates that this will also be the case in the future.

The company's current and planned activities do not give rise to any special financial risks, and the company's liquidity resources are expected to be adequately secured.

Uncertainties about recognition or measurement

In 2014, the company acquired rights for the production and development of methods and products in hair loss. The rights were acquired for tDKK 180.000, and the carrying amount is tDKK 60.680 at 31 December 2021. The value of acquired rights relates primarily to expectation of future sales and earnings, which by nature is subject to uncertainty.

Development in activities and financial matters

The gross profit for the year totals DKK 13.986.000 against DKK 20.286.000 last year. Income or loss from ordinary activities after tax totals DKK -7.190.000 against DKK 1.545.000 last year. Management considers the net profit or loss for the year satisfactory.

The development of the company's activities and financial matters are shown in the following income statement and the balance sheet.

The results for the year are significantly influenced by exchange rate adjustments, including primarily price declines in USD. In the financial year, an unrealized exchange rate profit of DKK 5.632 thousand was recognised as an expense.

The management's purpose at the foundation of the company in 2013 was to place the acquired IP rights in a group structure that is attractive to investors. The treatment solutions as well as the excellent hair care product line, acquired by HK Koncept og Produkt ApS is unique and leading globally in a very large and growing market. Leading doctors in the field of hair disorders as well as competing enterprises in the cosmetics and pharmaceutical industries have shown immense interest in the company. Thus, the management has great expectations to its potential.



Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Gross profit	13.985.781	20.285.925
2 Staff costs	-7.220.373	-3.754.004
Depreciation, amortisation, and impairment	-10.268.409	-10.263.726
Writedown of current assets exceeding usual writedown	-10.326.416	0
Operating profit	-13.829.417	6.268.195
Other financial income from group enterprises	1.079.629	994.508
Other financial income	5.632.424	1.033
Other financial costs	-72.587	-5.718.549
Pre-tax net profit or loss	-7.189.951	1.545.187
Tax on net profit or loss for the year	0	0
Net profit or loss for the year	-7.189.951	1.545.187
Proposed appropriation of net profit:		
Transferred to retained earnings	0	1.545.187
Allocated from retained earnings	-7.189.951	0
Total allocations and transfers	-7.189.951	1.545.187



Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Assets		
Non-current assets		
3 Completed development projects, including patents and similar rights arising from development projects	0	138.543
4 Concessions, patents, licenses, trademarks, and similar rights acquired	60.679.574	70.792.837
Total intangible assets	<u>60.679.574</u>	<u>70.931.380</u>
5 Other fixtures and fittings, tools and equipment	161.488	8.104
Total property, plant, and equipment	<u>161.488</u>	<u>8.104</u>
6 Receivables from group enterprises	51.882.783	53.330.165
7 Deposits	75.000	75.000
Total investments	<u>51.957.783</u>	<u>53.405.165</u>
Total non-current assets	<u>112.798.845</u>	<u>124.344.649</u>
Current assets		
Raw materials and consumables	7.299.216	2.059.220
Manufactured goods and goods for resale	0	576.527
Total inventories	<u>7.299.216</u>	<u>2.635.747</u>
Trade receivables	424.186	121.252
Receivables from group enterprises	777.304	560.127
Receivable, related parties	501.516	13.601
Other receivables	638.231	506.781
Total receivables	<u>2.341.237</u>	<u>1.201.761</u>
Cash on hand and demand deposits	1.880.301	1.102.590
Total current assets	<u>11.520.754</u>	<u>4.940.098</u>
Total assets	<u>124.319.599</u>	<u>129.284.747</u>



Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Equity and liabilities		
Equity		
Contributed capital	80.000	80.000
Retained earnings	<u>119.345.165</u>	<u>126.535.116</u>
Total equity	<u>119.425.165</u>	<u>126.615.116</u>
 Long term liabilities other than provisions		
Trade payables	1.750.275	1.306.985
Payables to group enterprises	1.725.908	1.289.889
Other payables	<u>1.418.251</u>	<u>72.757</u>
Total short term liabilities other than provisions	<u>4.894.434</u>	<u>2.669.631</u>
Total liabilities other than provisions	<u>4.894.434</u>	<u>2.669.631</u>
 Total equity and liabilities	 <u>124.319.599</u>	 <u>129.284.747</u>
 1 Special items		
8 Charges and security		
9 Contingencies		



Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Total
Equity 1 January 2020	80.000	124.989.929	125.069.929
Profit or loss for the year brought forward	0	1.545.187	1.545.187
Equity 1 January 2021	80.000	126.535.116	126.615.116
Profit or loss for the year brought forward	0	-7.189.951	-7.189.951
	80.000	119.345.165	119.425.165



Notes

All amounts in DKK.

1. Special items

Special items for the year are specified below, indicating where they are recognised in the income statement.

	<u>2021</u>	<u>2020</u>
Income:		
Reversal of lawyer fee related to negotiations with a potential business partner	0	542.000
	<u>0</u>	<u>542.000</u>
Special items are recognised in the following items in the financial statements:		
Gross Profit	0	542.000
Profit of special items, net	<u>0</u>	<u>542.000</u>

2. Staff costs

Salaries and wages	6.878.546	3.754.004
Pension costs	341.827	0
	<u>7.220.373</u>	<u>3.754.004</u>

Average number of employees	<u>11</u>	<u>5</u>
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<u>31/12 2021</u>	<u>31/12 2020</u>
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3. Completed development projects, including patents and similar rights arising from development projects

Cost 1 January 2021	<u>804.887</u>	<u>804.887</u>
Cost 31 December 2021	<u>804.887</u>	<u>804.887</u>
Amortisation and writedown 1 January 2021	-666.344	-530.244
Amortisation for the year	-138.543	-136.100
Amortisation and writedown 31 December 2021	<u>-804.887</u>	<u>-666.344</u>
Carrying amount, 31 December 2021	<u>0</u>	<u>138.543</u>



Notes

All amounts in DKK.

	<u>31/12 2021</u>	<u>31/12 2020</u>
4. Concessions, patents, licenses, trademarks, and similar rights acquired		
Cost 1 January 2021	180.661.257	180.661.257
Cost 31 December 2021	180.661.257	180.661.257
Amortisation and writedown 1 January 2021	-109.868.420	-99.755.157
Amortisation for the year	-10.113.263	-10.113.263
Amortisation and writedown 31 December 2021	-119.981.683	-109.868.420
Carrying amount, 31 December 2021	60.679.574	70.792.837
5. Other fixtures and fittings, tools and equipment		
Cost 1 January 2021	83.862	83.862
Additions during the year	169.988	0
Cost 31 December 2021	253.850	83.862
Depreciation and writedown 1 January 2021	-75.758	-61.395
Depreciation for the year	-16.604	-14.363
Depreciation and writedown 31 December 2021	-92.362	-75.758
Carrying amount, 31 December 2021	161.488	8.104
6. Receivables from group enterprises		
Amounts owed by Hairclinic Group ApS	5.003.233	6.014.149
Amounts owed by Hårklinikken LLC	46.879.550	39.604.334
Amounts owed by Hårklinikken ehf. Island	10.326.416	7.711.682
Writedown, Hårklinikken ehf. Island	-10.326.416	0
	51.882.783	53.330.165



Notes

All amounts in DKK.

	<u>31/12 2021</u>	<u>31/12 2020</u>
7. Deposits		
Cost 1 January 2021	75.000	0
Additions during the year	<u>0</u>	<u>75.000</u>
Cost 31 December 2021	<u>75.000</u>	<u>75.000</u>
Carrying amount, 31 December 2021	<u>75.000</u>	<u>75.000</u>

8. Charges and security

The company has provided security against Skjøth Holding ApS' and Hårklinikken ApS' commitments with the company's bankers at a net value of t.DKK 172 at the balance sheet date.



Notes

All amounts in DKK.

9. Contingencies

Contingent assets

The company has not recognised deferred tax assets of t.DKK 6.900 corresponding to t.DKK 1.518 in tax loss carryforwards. The tax asset is not recognised in the balance sheet, as uncertainty exists about the measurement of the net realizable value of the asset as a result of uncertainty about the time-scale for the carryforward of tax losses.

Joint taxation

With EMKL Holding ApS, company reg. no 35395768 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

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.

The jointly taxed enterprises' total known net liability to the Danish tax authorities emerges from the financial statements of the administration company.

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

The jointly taxed enterprises' total, known net liability to the Danish tax authorities appears from the annual accounts of the administration company.



Accounting policies

The annual report for HK Koncept og Produkt ApS 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.

The accounting policies are unchanged from last year, and 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.

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.

Income statement

Gross profit

Gross profit comprises the revenue, changes in inventories of finished goods, work performed for own account and capitalised and external costs.



Accounting policies

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.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts and changes in inventories.

Other external costs comprise costs incurred for sales, advertising, administration, premises and loss on receivables.

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 on, amortisation of, and writedown for impairment of intangible and tangible assets, respectively.

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, realised and unrealised capital gains and losses relating to transactions in foreign currency.

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 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

Development projects, patents, and licences

Development costs and internally generated rights are recognised in the income statement as costs in the acquisition year.

Patents and licenses are measured at cost less accrued amortisation. Patents are amortised on a straightline basis over the remaining patent period and licenses are amortised over the contract period, however, for a maximum of 10 years.



Accounting policies

Tangible fixed assets

Tangible fixed assets 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
Other fixtures and fittings, tools and equipment	3-5 years	0 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

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 as other operating income or other operating expenses.

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.



Accounting policies

Previously recognised impairment losses are reversed when conditions for impairment no longer exist.

Investments

Deposits

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

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

Costs of goods for resale, raw materials, and consumables comprise acquisition costs plus delivery costs.

Costs of manufactured goods and work in progress comprise the cost of raw materials, consumables, direct wages, and indirect production costs. Indirect production costs comprise indirect materials and wages, maintenance and depreciation of machinery, factory buildings, and equipment used in the production process, and costs for factory administration and factory management. Borrowing expenses are not recognised in cost.

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

Receivables

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

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.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.



Accounting policies

Liabilities other than provisions

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

Dette dokument er underskrevet af nedenstående parter, der med deres underskrift har bekræftet dokumentets indhold samt alle datoer i dokumentet.

This document is signed by the following parties with their signatures confirming the documents content and all dates in the document.

Malte Holm

Som Direktør
PID: 9208-2002-2-568268049196
Tidspunkt for underskrift: 04-07-2022 kl.: 13:28:41
Underskrevet med NemID

NEM ID

Danny Diduch

Som Direktør
RID: 94421226
Tidspunkt for underskrift: 04-07-2022 kl.: 13:31:15
Underskrevet med NemID

NEM ID

Lars Skjøth

Som Bestyrelsesformand
PID: 9208-2002-2-904039478012
Tidspunkt for underskrift: 04-07-2022 kl.: 13:33:28
Underskrevet med NemID

NEM ID

Mette Marie Louise Skjøth

Som Bestyrelsesmedlem
PID: 9208-2002-2-782524384562
Tidspunkt for underskrift: 05-07-2022 kl.: 12:24:35
Underskrevet med NemID

NEM ID

Elan Schapiro

Som Revisor
RID: 1174558287756
Tidspunkt for underskrift: 05-07-2022 kl.: 12:27:32
Underskrevet med NemID

NEM ID

Lars Skjøth

Som Dirigent
PID: 9208-2002-2-904039478012
Tidspunkt for underskrift: 07-07-2022 kl.: 06:25:49
Underskrevet med NemID

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