Nøie ApS

Skelbækgade 2, 2. th, DK-1717 København V

Annual Report for 2022

CVR No. 39 35 91 97

The Annual Report was presented and adopted at the Annual General Meeting of the company on 4/5 2023

Thomas Ryge Mikkelsen
Chairman of the general meeting

Contents

Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Nøie ApS for the financial year 1 January - 31 December 2022.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Company and of the results of the Company operations for 2022.

We recommend that the Annual Report be adopted at the Annual General Meeting.

København V, 04 May 2023

Executive Board

Daniel Jensen
CEO

Board of Directors

Thomas Ryge Mikkelsen
Chairman

Matus Maar

Ekaterina Gianelli

Chris Lykke Christiansen

Daniel Jensen

Independent Auditor's report

To the shareholder of Nøie ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company´s operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Nøie ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies (”the Financial Statements”).

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.

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.

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, in our view, Management’s Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management’s Review.

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.

Independent Auditor's report

Auditor's responsibilities for the audit of the Financial Statements

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

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

- 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.

Hellerup, 04 May 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Søren Alexander	Daniel Sitch
State Authorised Public Accountant	State Authorised Public Accountant
mne42824	mne47889

Company information

The Company	Nøie ApS Skelbækgade 2, 2. th DK-1717 København V CVR No: 39 35 91 97 Financial period: 1 January - 31 December Municipality of reg. office: København
Board of Directors	Thomas Ryge Mikkelsen, chairman Matus Maar Ekaterina Gianelli Chris Lykke Christiansen Daniel Jensen
Executive board	Daniel Jensen
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Management's review

Key activities

The company's key activities comprise conducting industrial business and trade as well as all business which, in the opinion of the Executive Board, is related to this.

Development in the year

The income statement of the Company for 2022 shows a loss of DKK 32,844,495 and on 31 December 2022 the balance sheet of the Company shows positive equity of DKK 29,767,600.

The result is as expected and is characterised by continued marketing and development costs, enhancing the concept NØIE.

2022 was a year focusing and consolidating our business as we saw the macro economy cooling down with high inflation and increasing interest rates. Due to this, we have been reducing spending to save runway while also rebuilding our growth engine. We have focused on building trust around our brand and as part of this we have interviewed more than a hundred of our users and portrayed their skin stories on our website. The result was astonishing as the solutions we offer to people with skin conditions literally change their lives. We have also built strong relationships with leading dermatologists and researchers in the scientific community. We chose to implement a whole new organisational structure to secure that our organisation is more adaptive to change and ready to implement new initiatives rapidly. We also secured DKK 34 million in funding to rebuild and launch new initiatives in 2023.

In addition, the result for the year is impacted negatively by DKK 1,219 thousand related to the extraordinary write-down of inventory materials due to a termination of certain product lines.

Capital resources

It is the Management's assessment that there is adequate liquidity to continue the Company's operations for the rest of 2023 and pay the liabilities of the company as they fall due.

Statement of corporate social responsibility

In 2022, we have continued to take responsibility for our emissions by actively financing high quality carbon offsets that remove CO_2. We are committing 1% of our revenues to carbon removals. We also gained our B Corp certification, which is positioning us further as a company which balances profit and purpose.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any significant uncertainty.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 1 January - 31 December

	Note	2022	2021
		DKK	DKK
Gross loss		**-9,778,089**	**-28,196,350**
Staff expenses	1	-21,028,048	-15,811,877
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment		-631,855	-357,832
Write-down of current assets that exceed normal write-downs	2	-1,218,842	0
Other operating expenses	3	-561,297	-6,996
Profit/loss before financial income and expenses		**-33,218,131**	**-44,373,055**
Financial income		44,134	457,404
Financial expenses		-546,022	-926,092
Profit/loss before tax		**-33,720,019**	**-44,841,743**
Tax on profit/loss for the year	4	875,524	945,867
Net profit/loss for the year		**-32,844,495**	**-43,895,876**

Distribution of profit

	2022	2021
	DKK	DKK
Proposed distribution of profit		
Retained earnings	-32,844,495	-43,895,876
	-32,844,495	**-43,895,876**

Balance sheet 31 December

Assets

	Note	2022	2021
		DKK	DKK
Acquired trademarks		115,437	142,534
Goodwill		0	0
Intangible assets	5	**115,437**	**142,534**
Other fixtures and fittings, tools and equipment		896,500	2,098,666
Property, plant and equipment	6	**896,500**	**2,098,666**
Investments in subsidiaries		0	8
Deposits		515,336	941,799
Fixed asset investments		**515,336**	**941,807**
Fixed assets		**1,527,273**	**3,183,007**
Raw materials and consumables		5,430,511	5,837,349
Finished goods and goods for resale		1,660,956	3,532,929
Prepayments for goods		307,313	0
Inventories		**7,398,780**	**9,370,278**
Other receivables		223,885	5,414,166
Deferred tax asset		875,524	945,867
Prepayments		615,941	437,423
Receivables		**1,715,350**	**6,797,456**
Cash at bank and in hand		**27,841,002**	**22,598,487**
Current assets		**36,955,132**	**38,766,221**
Assets		**38,482,405**	**41,949,228**

Balance sheet 31 December

Liabilities and equity

	Note	2022	2021
		DKK	DKK
Share capital		107,723	94,620
Retained earnings		29,659,877	28,729,877
Equity		**29,767,600**	**28,824,497**
Interest bearing debt		6,692,394	6,353,590
Long-term debt		**6,692,394**	**6,353,590**
Trade payables		859,249	5,267,632
Payables to group enterprises		0	37,759
Other payables		1,163,162	1,465,750
Short-term debt		**2,022,411**	**6,771,141**
Debt		**8,714,805**	**13,124,731**
Liabilities and equity		**38,482,405**	**41,949,228**
Contingent assets, liabilities and other financial obligations	7		
Accounting Policies	8		

Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	94,620	0	28,729,877	28,824,497
Cash capital increase	13,103	33,774,495	0	33,787,598
Net profit/loss for the year	0	0	-32,844,495	-32,844,495
Transfer from share premium account	0	-33,774,495	33,774,495	0
Equity at 31 December	**107,723**	**0**	**29,659,877**	**29,767,600**

Notes to the Financial Statements

	2022	2021
	DKK	DKK

1. Staff Expenses

	2022	2021
Wages and salaries	20,591,248	15,514,908
Pensions	73,932	109,248
Other social security expenses	362,868	187,721
	21,028,048	**15,811,877**
Average number of employees	**43**	**31**

	2022	2021
	DKK	DKK

2. Write-down of current assets that exceed normal write-downs

	2022	2021
Extraordinary write down of inventory	1,218,842	0
	1,218,842	**0**

The result for the year is impacted negatively by DKK 1,219 thousand related to the extraordinary write-down of inventory materials due to a termination of certain product lines.

	2022	2021
	DKK	DKK

3. Other operating expenses

	2022	2021
Other expenses	561,297	6,996
	561,297	**6,996**

Other operating expenses in 2022 primarily comprise DKK 426 thousand in losses in connection with sales of fixed assets as part of an office relocation.

	2022	2021
	DKK	DKK

4. Tax on profit/loss of the year

	2022	2021
Deferred tax for the year	-875,524	-945,867
	-875,524	**-945,867**

Notes to the Financial Statements

5. Intangible fixed assets

	Acquired trademarks	Goodwill
	DKK	DKK
Cost at 1 January	244,469	80,000
Cost at 31 December	244,469	80,000
Impairment losses and amortisation at 1 January	101,935	80,000
Amortisation for the year	27,097	0
Impairment losses and amortisation at 31 December	129,032	80,000
Carrying amount at 31 December	**115,437**	**0**

6. Property, plant and equipment

	Other fixtures and fittings, tools and equipment
	DKK
Cost at 1 January	2,514,228
Additions for the year	17,034
Disposals for the year	-906,679
Cost at 31 December	1,624,583
Impairment losses and depreciation at 1 January	415,562
Depreciation for the year	604,090
Impairment and depreciation of sold assets for the year	-291,569
Impairment losses and depreciation at 31 December	728,083
Carrying amount at 31 December	**896,500**

7. Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with mortgage credit institutes:

Notes to the Financial Statements

As security for loans received from Vækstfonden, the company has posted a company mortgage in the amount of TDKK 5,950.

The company has entered into a rental agreement with a total obligation of TDKK 240 as at 31.12.22 equivalent to 3 months' of rent.

The company has entered into several agreements regarding software. These agreements have a total obligation of TDKK 277 as at 31.12.22.

8. Accounting policies

The Annual Report of Nøie ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The Financial Statements for 2022 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Cost of goods sold

All costs related to achieving the revenue for the year is recognized in the income statement. These costs include the cost price of the product, the cost of processing the payment of the order and the cost of the logistics to send out the order to the customer.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, costs of goods sold and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Balance sheet

Intangible fixed assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 3 year.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 5-10 years.

Development costs and costs relating to rights developed by the Company are recognised in the income statement as costs in the year of acquisition.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

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

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, writedown is made to this lower value.

Inventories

Inventories are measured at the lower of cost based on weighted average prices and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Notes to the Financial Statements

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as mortgage loans, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.