

APEX HEALTH APS
Skodsborg Strandvej 125A 3., 2942 Skodsborg
2942 Skodsborg

Annual report for 2024
(2nd Financial year)

Adopted at the annual general meeting on
27 May 2025

Søren Overgaard Eriksen
chairman

CVR-nr. 43 69 30 18

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STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The Board of directors and executive board have today discussed and approved the annual report of Apex Health ApS for the financial year 1 January - 31 December 2024.

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 company's financial position at 31 December 2024 and of the results of the company's operations for the financial year 1 January - 31 December 2024.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Hørsholm, 27 May 2025

Executive board

Berit Kjær Lavik
Director

Board of directors

Jesper Bernhoft
chairman

Søren Overgaard Eriksen

Sven Hendrik Leissler

Luz Maria Muñoz Santillan

INDEPENDENT AUDITOR'S REPORT

To the shareholder of Apex Health ApS

Qualified Opinion

We have audited the financial statements of Apex Health ApS for the financial year 1 January - 31 December 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, except for the potential effects of the matter(s) described in the "Basis for Qualified Opinion" paragraph, the financial statements give a true and fair view of the company's financial position at 31 December 2024 and of the results of the company's operations for the financial year 1 January - 31 December 2024 in accordance with the Danish Financial Statements Act.

Basis for Qualified Opinion

As part of the merger with DermoCosmetic A/S during 2024 we have not been able to obtain audit evidence for the existence of inventories. Consequently we qualify our opinion as to the existence of the inventory balance included with the merger as well as the potential effect on the income statement for 2024. We have been unable to quantify the potential effect hereof on profit/loss for the year and equity.

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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified 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 the 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 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.

INDEPENDENT AUDITOR'S REPORT

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, 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 Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 27 May 2025

FORVIS MAZARS

Statsautoriseret Revisionspartnerselskab

CVR no. 31 06 17 41

Kurt Christensen

Statsautoriseret revisor

(State-authorised Public Accountant)

mne26824

COMPANY DETAILS

The company	Apex Health ApS Skodsborg Strandvej 125A 3., 2942 Skodsborg 2942 Skodsborg
	CVR no.: 43 69 30 18
	Reporting period: 1 January - 31 December 2024
	Domicile: Rudersdal Kommune
Board of directors	Jesper Bernhoft, chairman Søren Overgaard Eriksen Sven Hendrik Leissler Luz Maria Muñoz Santillan
Executive board	Berit Kjær Lavik, director
Auditors	Forvis Mazars Statsautoriseret Revisionspartnerselskab Midtermolen 1, 2.tv. 2100 København Ø

MANAGEMENT'S REVIEW

Business review

The company operates within the medical and health industry and provides services to both individuals and companies.

Financial review

The company's income statement for the year ended 31 December 2024 shows a loss of DKK 7.372.691, and the balance sheet at 31 December 2024 shows equity of DKK 1.850.865.

On August 19, 2024, the Company completed the acquisition of shares in DermoCosmetic ApS. The startup costs related to the merger were higher than expected, which has affected the result for the year. Subsequent to the acquisition, the management resolved to merge the two entities. This decision, made following the acquisition, was driven by strategic business considerations, with the expectation of realizing synergies and other operational advantages through the merger.

Financing

A letter of support from the ultimate parent company has been obtained which ensures financial support for the next 12 months.

Significant events occurring after the end of the financial year

To further support the business shareholder has decided to forgive the debt in June 2024.

Besides the above no events have occurred after the balance sheet date which could significantly affect the company's financial position.

ACCOUNTING POLICIES

The annual report of Apex Health ApS for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to class B entities as well as selected provisions as regards larger entities reporting in class C.

The annual report for 2024 is presented in DKK

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Recognition and measurement of business combinations

Recently acquired entities are recognised in the financial statements from the date of acquisition. Sold entities are recognised in the financial statements until the date of disposal. Comparative figures are not restated in respect of recently acquired entities. Discontinued operations are presented separately, see below.

The date of acquisition is the time when the company actually gains control over the acquiree.

The acquisition method is applied to the acquisition of new entities where the company gains control over the acquiree. The acquirees' identifiable assets, liabilities and contingent liabilities are measured at fair value at the date of acquisition. Identifiable intangible assets are recognised if they are separable or emanate from a contractual right. Deferred tax on the revaluations made is recognised.

For business combinations such as the purchase and sale of investments, mergers, demergers, transfers of assets and share swaps, etc. involving companies controlled by the parent company, the book value method is used, whereby the combination is deemed to be completed at the acquisition date without restatement of comparative figures. Differences between the agreed consideration and the carrying amount of the acquired company are recognised directly in equity.

ACCOUNTING POLICIES

In vertical and reverse vertical intra-group mergers, the group method is used to combine the companies. This means that the companies are combined at the revaluation value that is recognised in the consolidated financial statements or that would be recognised in the consolidated financial statements of the parent company involved in the merger.

The group method is applied as if the companies had been combined from the time when the parent company acquired shares in the companies included in the merger, and comparative figures therefore sometimes have to be restated.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Revenue is measured at fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. Revenue is net of all types of discounts granted.

Raw materials and consumables

Costs of raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment comprise the year's depreciation, amortisation and impairment 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 that relate to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

ACCOUNTING POLICIES

Balance sheet

Intangible assets

Goodwill

Acquired goodwill is measured at cost less accumulated amortisation and impairment losses.

Goodwill is amortised over the expected economic life of the asset, measured by reference to management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 10 years. The amortisation period is based on the assessment that the entities in question are strategically acquired entities with a strong market position and a long-term earnings profile.

Tangible assets

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-10 years	0 %
Leasehold improvements	5 years	0 %

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale.

Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Impairment of fixed assets

The carrying amount of intangible assets, items of property, plant and equipment and investments in subsidiaries, associates and participating interests is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

ACCOUNTING POLICIES

Receivables

Receivables are measured at amortised cost.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2024 DKK	2022/23 DKK
Gross profit		-1.533.613	-3.686.268
Staff costs	1	-4.501.729	-3.778.873
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-4.861.043	-1.405.942
Other operating costs		-114.583	0
Profit/loss before net financials		-11.010.968	-8.871.083
Financial income		4.857	595
Financial costs	2	-774.710	-611.436
Profit/loss before tax		-11.780.821	-9.481.924
Tax on profit/loss for the year	3	4.408.130	1.097.477
Profit/loss for the year		-7.372.691	-8.384.447
Retained earnings		-7.372.691	-8.384.447
		-7.372.691	-8.384.447

BALANCE SHEET 31 DECEMBER

	Note	2024 DKK	2023 DKK
ASSETS			
Goodwill		2.800.000	3.600.000
Intangible assets	4	2.800.000	3.600.000
Other fixtures and fittings, tools and equipment	5	3.588.325	970.815
Leasehold improvements	5	646.115	821.934
Tangible assets		4.234.440	1.792.749
Deposits	6	1.102.982	621.569
Fixed asset investments		1.102.982	621.569
Total non-current assets		8.137.422	6.014.318
Finished goods and goods for resale		868.816	0
Stocks		868.816	0
Trade receivables		137.440	335.550
Other receivables		36.626	27.000
Corporation tax		3.298.125	1.097.477
Prepayments		0	31.815
Receivables		3.472.191	1.491.842
Cash at bank and in hand		959.039	0
Total current assets		5.300.046	1.491.842
Total assets		13.437.468	7.506.160

BALANCE SHEET 31 DECEMBER

	Note	2024	2023
		DKK	DKK
EQUITY AND LIABILITIES			
Share capital		40.000	40.000
Retained earnings		1.810.865	-8.384.447
Equity		1.850.865	-8.344.447
Provision for deferred tax		59.231	0
Total provisions		59.231	0
Payables to group companies		7.655.976	13.141.937
Total non-current liabilities		7.655.976	13.141.937
Banks		5.564	46.702
Trade payables		795.976	545.345
Payables to group companies		1.541.753	0
Other payables		1.528.103	2.116.623
Total current liabilities		3.871.396	2.708.670
Total liabilities		11.527.372	15.850.607
Total equity and liabilities		13.437.468	7.506.160

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
Equity at 1 January 2024	40.000	-8.384.447	-8.344.447
Net effect from merger and acquisition under the uniting of interests method	0	-123.352	-123.352
Adjusted equity at 1 January 2024	40.000	-8.507.799	-8.467.799
Net profit/loss for the year	0	-7.372.691	-7.372.691
Contribution from group	0	17.691.355	17.691.355
Equity at 31 December 2024	40.000	1.810.865	1.850.865

NOTES

	2024	2022/23
	DKK	DKK
1 STAFF COSTS		
Wages and salaries	3.961.057	3.278.004
Pensions	402.768	378.810
Other social security costs	26.100	19.690
Other staff costs	111.804	102.369
	4.501.729	3.778.873
Number of fulltime employees on average	7	6
2 FINANCIAL COSTS		
Financial expenses, group entities	721.528	606.185
Other financial costs	53.182	5.251
	774.710	611.436
3 TAX ON PROFIT/LOSS FOR THE YEAR		
Current tax for the year	-1.813.296	-1.097.477
Deferred tax for the year	-971.569	0
Adjustment of tax concerning previous years	-1.177.688	0
Joint taxation contribution	-445.577	0
	-4.408.130	-1.097.477
4 INTANGIBLE ASSETS		
		Goodwill
Cost at 1 January 2024		4.500.000
Net effect from merger and acquisition		7.000.000
Cost at 31 December 2024		11.500.000
Impairment losses and amortisation at 1 January 2024		900.000
Net effect from merger and acquisition		3.943.014
Impairment losses for the year		3.600.000
Amortisation for the year		256.986
Impairment losses and amortisation at 31 December 2024		8.700.000
Carrying amount at 31 December 2024		2.800.000

NOTES

5 TANGIBLE ASSETS

	Other fixtures and fittings, tools and equipment	Leasehold improvements
Cost at 1 January 2024	1.163.212	1.135.479
Net effect from merger and acquisition	6.538.735	1.248.094
Additions for the year	272.753	88.643
Disposals for the year	0	-165.453
Cost at 31 December 2024	7.974.700	2.306.763
Impairment losses and depreciation at 1 January 2024	192.397	313.545
Depreciation for the year	552.429	451.628
Net effect from merger and acquisition	3.641.549	946.345
Reversal of impairment and depreciation of sold assets	0	-50.870
Impairment losses and depreciation at 31 December 2024	4.386.375	1.660.648
Carrying amount at 31 December 2024	3.588.325	646.115

6 FIXED ASSET INVESTMENTS

	Deposits
Cost at 1 January 2024	621.569
Net effect from merger and acquisition	481.413
Cost at 31 December 2024	1.102.982
Carrying amount at 31 December 2024	1.102.982

7 GOING CONCERN

The shareholder has decided to forgive all debt in June 2024. Additionally to secure the continued operations of the company management has obtained a letter of support from the shareholder securing the necessary financial support for the next 12 months.

NOTES

8 CONTINGENT LIABILITIES

The Company is jointly taxed with other Danish companies in the Bernhoft global Invest group. The Danish companies of the Group are jointly and severally liable to tax of the Group's jointly taxed income etc. The total payable corporate tax is shown in Bernhoft Global Invest ApS' annual report, registration no. 43 34 05 73, who is managing company in relation to the joint taxation. Furthermore, the Danish companies of the Group are jointly and severally liable to the Danish withholding taxes in form of dividend tax, royalty tax and interest tax. Any future corrections to corporate taxes and withholding taxes can result in a larger amount of the Company's liability.

The company has entered into operating leases at the following amounts. Rent of premises at a total cost of kDKK 2,346 in the irrevocable period.

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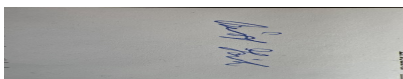
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Luz Maria Muñoz Santillan

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Søren Overgaard Eriksen

Bestyrelse

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Sven Hendrik Leissler

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Kurt Christensen

Forvis Mazars Statsautoriseret Revisionspartnerselskab CVR: 31061741

Revisor

På vegne af: Forvis Mazars

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Søren Overgaard Eriksen

Dirigent

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