



BODYSMART FINANCE LIMITED  
12% SENIOR BOND DUE 2025 (US\$)

# INTRODUCING THE BODYSMART 12% BOND



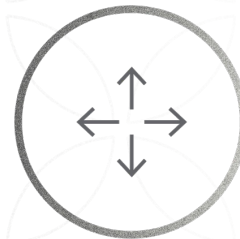
HIGH YIELD



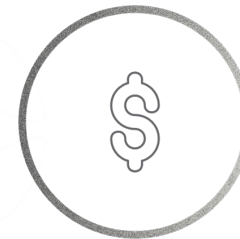
FIXED RETURN



ACQUISITION  
LEAD



DIVERSIFIED  
SECURITY



DENOMINATION

# GLOBAL FOOTPRINT

BODYSMART OWNS A SUCCESSFUL PORTFOLIO OF COSMETIC CLINICS AND WELLBEING STUDIOS AND THE DISTRIBUTION RIGHTS OF HYPOXI AND LPG IN THE MENA REGION.

THE CURRENT PORTFOLIO OF CLINICS & STUDIOS OFFERS:

- Cosmetic surgery
- Body contouring and toning
- Botox & facial enhancement injectables
- Laser hair removal
- Anti-aging and Rejuvenation facial skin care
- Cosmetic dental procedures
- Stem cell therapy
- Specialised laser and skin treatments



# BODYSMART INVESTMENT GROUP OVERVIEW



+

+

+

+



5

NON INVASIVE BODY  
CONTOURING  
STUDIOS

2

AESTHETICS  
POLY CLINIC  
PRACTICES

1

WELLNESS &  
BEAUTY FACILITY

2

MEDICAL EQUIPMENT  
& DISTRIBUTION  
COMPANIES



### VIDEOS

Please click on the link below to visit our YouTube Channel and enjoy a snapshot video of the BodySmart Dubai clinic.

WATCH NOW



### SOCIAL MEDIA

A browse through our social platform will provide a good overview of the vibrant and dynamic community and culture surrounding the brand today.

BROWSE



*My passion and satisfaction as a plastic and aesthetic surgeon is making you look the best you can for your age, not necessarily look younger. Taking my time to understand the patients expectations and tailoring a personalised approach that is suitable and unique, just as each of my patients are.*



# EL CONCEPTO DE ESCALERA MECÁNICA BODYSMART.



CIRUGÍA COSMÉTICA  
TRATAMIENTOS COSMÉTICOS NO-INVASIVOS  
REDUCCIÓN DE PESO, MOLDEADO CORPORAL Y FACIAL

# EXPANSIONS PLANS 2022/23



## UNITED ARAB EMIRATES

- Primary brand refresh and architecture exploration for global expansion
- Acquisition and implementation of new treatments in the surgical operational offerings, Dr Tarek is now offering minimally invasive breast lift using cutting edge technology.
- Whilst global economic headwinds prevail the UAE economy is posed to reflect steady growth, this will be helped with the FIFA World Cup Football in November 2022
- Expanded on the clinical offerings with the addition of Dr Zaki, a highly respected Vascular and Thoracic Surgeon. Dr Zaki supervised the Robotic Surgery Program in MOHAP.
- As we are continually looking for additional state of the art aesthetic products our General Manager will attend the London Aesthetics Conference in May 2023 so seek to expand the distribution platform within the region.



## KINGDOM OF SAUDI ARABIA (KSA)

- BodySmart KSA Head Office now open in Riyadh
- 12 LPG machines sold between August & October 2022
- BodySmart to enter LPG cosmetic industry in 2023
- Medical Conference planned for March 2023 (LPG France & BodySmart KSA)
- Doubled Sales and technical team in Q4 (supporting projected growth) in line with the growth for 2030 vision with projects such as Neom and Al Ula

# EXPANSIONS PLANS 2022/23



## INDIA

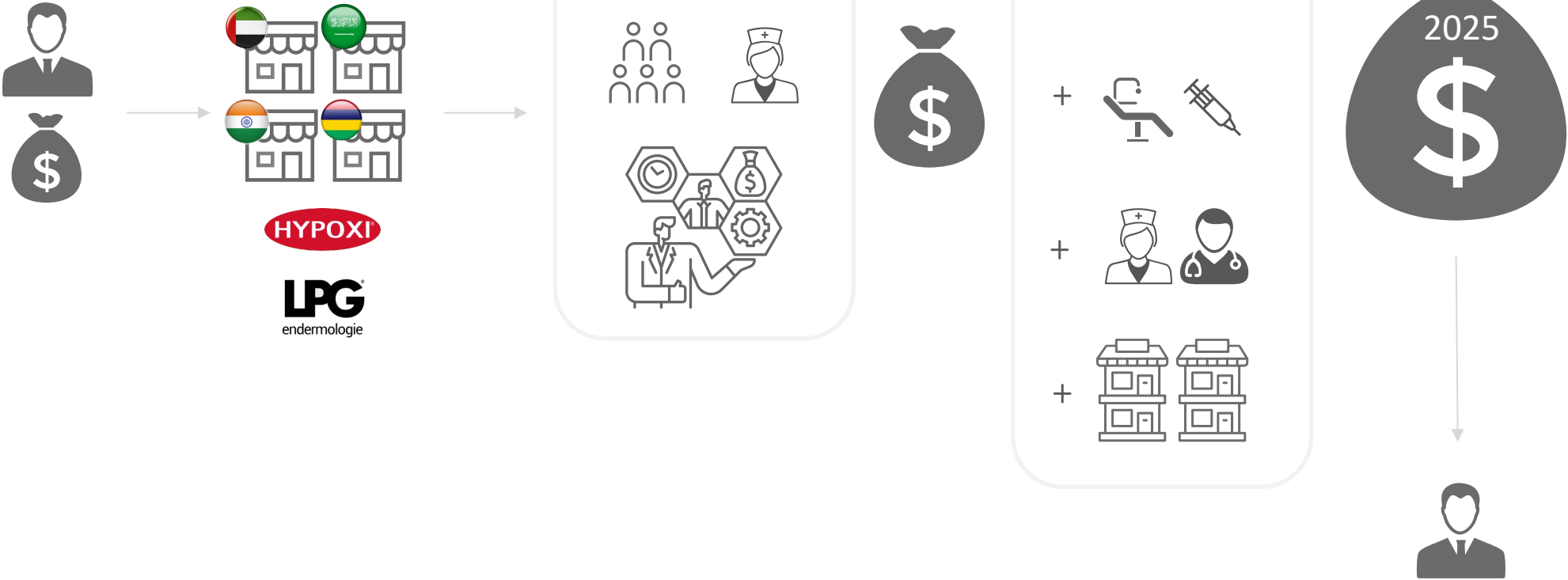
- beBodySmart Clinic (sister company) in Bangalore India
- Operationalising in Q1 2023.
- The Clinic will focus on HYPOXI® & LPG® and non-invasive body contouring in addition to a wide variety minor facial and skin rejuvenation procedures.
- Licensing and fitout completed



## MAURITIUS

- beBodySmart Studio (sister company) on the island of Mauritius launched 2019
- Expansion into Black River in Q2 2023
- HYPOXI® & LPG® studio and centre of excellence in the Indian Ocean
- Mauritian Market has been delayed beyond expectations due to the covid restrictions, therefore adjusted the expansions plans to Q2 2023

# HOW DOES THE BOND WORK





## WHY INVEST IN THE SECTOR?



# BODYSMART ACQUISITION ASSESSMENT



THE CAPITAL FROM THE BOND HAS BEEN CONCENTRATED ON  
ACQUIRING & INVESTING IN BUSINESSES THAT:

OWNER VALUE  
& BENEFITS

STATUTORY  
COMPLIANCE

REASON FOR  
EXISTANCE

PURCHASE  
PRICE

COMPLIMENTARY  
GEOGRAPHICAL  
LOCATION

TRADING  
RECORD

NICHE  
CLIENTELE

COMPLEMENTARY  
SERVICES /  
EQUIPMENT

DISTRIBUTION  
BENEFITS

CONSOLIDATION  
BENEFITS

SCALABILITY

EMPLOYEE  
PRODUCTIVITY



# AN ACQUISITION LED STRATEGY



DO PRACTICES SUPPORT  
THE REPAYMENT OF THE  
COUPON & PRINCIPLE?



NO



YES



DOES THE PRACTICE  
NEED AN EXIT  
THAT IS NOT ATTRACTIVE  
TO LARGER  
CONGLOMERATES?



YES



NO



BODYSMART WILL THEN INTRODUCE  
OUR PROCESSES AND EFFICIENCIES TO CREATE  
SCALABILITY OVER A SHORT PERIOD OF TIME

# HOW DOES THE BOND WORK



BOND PROCEEDS ARE LOANED BY THE ISSUERS TO BODYSMART

UNDER THE TERMS OF THE LOAN AGREEMENT, BODYSMART ACQUIRE, DEVELOP AND OPERATE COMPLEMENTARY BUSINESSES

INVESTED BOND PROCEEDS ARE USED TO GENERATE REVENUES FROM EXISTING AND ACQUIRED BUSINESSES

THE BONDHOLDER HAS PAID ALL COUPONS ON TIME TO DATE

THE BONDHOLDER IS REPAYED THEIR PRINCIPLE AT MATURITY AND 100% OF THEIR INVESTMENT

# SECURITY



ALL THE SHARE CAPITAL, ASSETS AND BANK ACCOUNTS OF BODYSMART'S PORTFOLIO IS PLEDGED TO THE BONDHOLDERS VIA THE SECURITY TRUSTEE.



## SECURITY PROVISIONS EXPLAINED

PLEDGES	SCALE	CLIENT RETENTION	LEGAL PROTECTION	SECURITY AGENT
ALL OF BODYSMART'S SHARE CAPITAL, ASSETS AND BANK ACCOUNTS ARE PLEDGED TO THE BONDHOLDERS...	AS BODYSMART GROWS ITS PORTFOLIO WITH NEW ASSETS IT BECOMES BETTER EQUIPPED TO GENERATE PROFIT AND PAY THE COUPON AND PRINCIPAL...	BODYSMART'S ESCALATOR MODEL RETAINS AND RECYCLES CLIENTS ACROSS THE GROUP...	BODYSMART FINANCE LIMITED HAS ENTERED INTO A DEED OF CHARGE BETWEEN ITSELF AND THE SECURITY TRUSTEE. THE DEED OF CHARGE IS GOVERNED BY ENGLISH LAW...	THE SECURITY TRUSTEE WILL BE SUPPORTED BY A SECURITY AGENT – IN THE CASE OF THE UAE THE SECURITY AGENT IS ABU DHABI COMMERCIAL BANK (ADCB)...
...via the UK based Security Trustee, Woodside Corporate Services – which is FCA regulated.	...bondholders will have increased security because the portfolio will be larger and more valuable.	...clinics and studios have a breadth of services to avoid reliance on one or a few income streams. They enjoy relatively low running costs but the treatments/procedures they offer are high margin.	...the Security Trustee is there solely to act on behalf of the bondholders in the event of a default (such as failure to pay a coupon or the principal to the bondholders).	... ADCB can seize assets, shares and bank accounts on behalf of the Security Trustee. The Security Trustee would then organise how to pay back bondholders and creditors.

# BODYSMART: UAE, KSA & INDIA - CURRENT VALUE



US\$ 15m



REVENUES



LICENCES



EQUIPMENT



CLIENT BASE



EQUIPMENT DISTRIBUTION



RECRUITMENT BUDGET

# THE SENIOR TEAM



## **DR TAREK BAYAZID – SENIOR PLASTIC SURGEON**

One of Dubai's premier plastic surgeons known for his exemplary work especially in facial rejuvenation and body contouring. Dedicated to excellence in health & beauty, Dr. Tarek Bayazid provides a wide selection of the most sought-after aesthetic procedures of today. His patient-focused approach, as well as his dedication to being at the forefront of his expertise, has resulted in unsurpassed outcomes for his clients. Whether you are seeking non-surgical enhancement, or a full menu of surgical procedures, Dr Tarek Bayazid will deliver and execute a plan that impacts the quality of a patient's life.



## **DR ZAKI- GENERAL & VASCULAR SURGEON**

Backed by substantial experience of over 22 years in the Medical industry across the UAE and South Africa, Dr Zaki has acquired hands-on experience in prioritizing patient safety and satisfaction, while contributing innovative input to improve the financial and operational sustainability of medical facilities. He specialises in Vascular Surgery, Robotic Surgery, Thoracic Surgery, Trauma Surgery, Neurological Surgery and Innovation in Medical Services.



## **KINGA SZYMANSKA**

### **DHA LICENSED LASER & SKIN COSMETOLOGIST**

Kinga has over 22 years of qualified experience, 18 of those in Dubai specialising in skin laser treatments, Morpheus8, Glow Forma, micro-needling and HIFU. Kinga has worked with some of the most notable plastic surgeons in the region. Her dedication to each patients' unique skin journey has resulted in a very loyal client community. Kinga's expert knowledge and experience allows her to read her patient's skin's signals correctly and then develop an effective treatment plan that includes both technology and products, bringing their skin back to a healthy, glowing and youthful appearance.



## **KAREN DOBSON - GENERAL MANAGER**

Karen Dobson has over 20 years industry experience and is both a qualified therapist and spa manager. Prior to her role with BodySmart, Karen worked in a number of spa, wellness and health roles across the UAE, United Kingdom, Sweden and South Africa. Earlier in her career, Karen set up five-star spas and was also a franchiser for the Virgin Spa Group. She has built an exceptional team and has crafted an impressive business network of partners across the GCC and Europe.



#### LEGAL DISCLAIMER

The information presented here does not constitute investment advice or a recommendation, and is not an invitation to invest. Nothing in this document is intended to nor will create any binding obligation on anyone. The information contained in this document is provided as at the date of hereof and is subject to change without notice. The information herein is subject to updating, revision and amendment. The information in this document (i) includes certain information drawn from public sources in addition to confidential information, (ii) does not purport to be comprehensive and (iii) has not been independently verified. No liability is accepted by any of the parties listed in this document for any such information or opinions (which should not be relied upon) and no responsibility is accepted for any errors, misstatements in or omissions from this document or for any loss howsoever arising, directly or indirectly, from any use of this document or its contents. Applications should only be made on the basis of the Pricing Supplement and Listing Particulars which are available from authorised distributors. Prospective investors should be capable of evaluating the risks and merits associated with this investment and have sufficient resources to bear any losses. This investment is intended to be held by the investor for the full investment term of five years. Whilst a secondary market exists, there is no guarantee of a purchaser. Liquidity may therefore be limited and should not be relied on when choosing this investment. Investment in the Bonds involves risk to your capital. If you suffer a loss, you are not entitled to compensation from the Financial Services Compensation Scheme. BodySmart Finance Limited are not regulated or authorised by the Financial Conduct Authority. Investing in the Bonds involves risks, including loss of capital and illiquidity and it should be done only as part of a diversified portfolio. This document does not constitute an offer or solicitation with respect to the purchase or sale, investment or subscription in any security and neither this document nor anything contained therein or the information to which it refers shall form the basis of or be relied upon in connection with any contract or commitment whatsoever. In order to invest in the Bonds, you must confirm yourself to be a person (i) who has professional experience in matters relating to investments and fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "FPO") and/ or (ii) who are persons falling within Article 49(2)(a) to (d) of the FPO (iii) Persons to whom it may otherwise lawfully be communicated (all such person who fall within (i), (ii), or (iii) being "relevant persons"). If contrary to the above you are not a relevant person but you are in receipt of this Investment Memorandum, then you must seek suitable financial advice before investing, to ascertain and understand the full risks and terms associated with any investment, and any such investment must be made through an authorised firm in accordance with the applicable form available from authorised distributors. Any investment in the Bonds is only available to, and will be engaged in with, relevant persons. You are strongly recommended to seek independent financial and legal advice before making an investment decision.