



MR GREEN & Co.

EST. 2013

ANNUAL REPORT 2013

MR GREEN & CO AB (publ)

CONTENT

2013 in brief.....	3
Company description	4
A word from the CEO.....	5
Income statement group, pro forma.....	7
Game win by region, pro forma	7
Market trend	8
Portfolio companies.....	10
Corporate governance report.....	12
The share and owners	16
Two-year review, pro forma	17
Management report	18
Income statement, group	22
Statement of comprehensive income, group.....	22
Statement of financial position, group.....	23
Statement of cash flows, group.....	24
Statement of changes in equity, group.....	25
Income statement, parent company.....	26
Statement of financial position, parent company	27
Statement of cash flows, parent company.....	28
Statement of changes in equity, parent company.....	29
Notes	30
Audit report.....	43
Board, management and auditor.....	45
Annual general meeting and other information	48



2013 IN BRIEF

The current Group structure was established and Mr Green & Co AB (publ) was approved for a listing on the Swedish AktieTorget stock exchange. Share trading commenced on 28 June under the ticker symbol, MRG.

The online casino Mr Green launched a new version of its mobile casino for smartphones and tablets.



The Nordic region accounted for 65 per cent of the total game win in 2013, compared with 77 per cent in 2012. The corresponding figure for the rest of Europe rose from 22 per cent in 2012 to 35 per cent in 2013; the proportion for the rest of the world remained unchanged at 0.2 per cent of the game win.

During the year, the portfolio company, Social Thrills, launched a beta version of Spin Tower Casino on Facebook.

The share price rose 26.8 per cent during the year to SEK 35.50 on the final trading day of the year. This corresponded to a market capitalisation of the company of SEK 1272.7 million at year end.

SHARE PRICE,
INCREASE, %

+26.8

CLOSING PRICE,
30 DECEMBER

SEK 35.50



DSRPTV Gaming Ventures Ltd, which Mr Green & Co AB has an option to acquire all the shares in, launched the Garbo iGaming site. Garbo is a dedicated female brand focusing on the mobile iGaming market.



PRO FORMA, GAME WIN,

+52.0

GAME WIN, MSEK

483.5

Mr Green continues to outgrow the market, which is a result of a strong focus on the gaming experience.

During the course of 2013, the online casino Mr Green was ranked the world's best-in-class by International Gaming Awards; and for the sixth consecutive year, the magazine Internetworld noted it among the Top 100 list of Sweden's best websites.



COMPANY DESCRIPTION

Mr Green & Co AB invests in companies in the online gaming sector.
The largest and most important holding is the online casino company Mr Green Ltd.

VISION

Mr Green & Co's vision is to be a leading global investor in fast-growing i-gaming companies.

MISSION

The Company's mission is to invest in companies that build unique capabilities and further outgrow competition to build long-term shareholder value.

OBJECTIVE

Mr Green & Co's objective is to generate long-term growth and profitability to provide shareholders with the best possible return.

STRATEGIC PLAN

Mr Green & Co and its subsidiaries will grow organically, or via acquisitions, in the global market.

GREEN GAMING

Green gaming is responsible gaming and more.... We believe that online casino shall be all about entertainment and respect in a trustworthy and secure environment.

MR GREEN CONTINUES TO OUTGROW THE MARKET

Mr Green & Co AB (publ) has enjoyed a highly exciting year. The company reported sharp growth via its core holding, the Malta-based online casino Mr Green, whose game win for the full financial year rose 52 per cent from 2012 and amounted to SEK 483.5 million. Attractive product development was noted in all portfolio companies and Mr Green & Co AB was also listed on the Stockholm-based AktieTorget exchange. (Figures in brackets relate to previous year.)

For 2013, Mr Green & Co AB (publ) – via its primary holding in the Malta-based online casino company Mr Green Ltd – reported high growth in both its game win and EBITDA. The game win for full-year 2013 increased 52 per cent from 2012, totaling SEK 483.5 million. EBITDA for 2013 was SEK 102.2 (47.0) million, up a full 117 per cent year-on-year, and ranking Mr Green foremost among listed competitors.

A DISTINCTIVE BRAND

A number of reasons underlie the rapid growth in game win and earnings for the online casino Mr Green. One key factor is our focus on gaming trends, which we identified as a priority area already at the prototype stage some seven years ago.

The fact that our online casino offers solely a casino solution and no other products in the segment (sports book, bingo and poker, for example) permits development resources to be focused on creating a gaming experience beyond the ordinary via conventional computers as well as smartphones and tablets. Also at an early stage, we focused on developing a brand that would stand out amid the competition. We are not one of the innumerable players that intermittently launch some type of product with 'bet' in the name;

instead, we have a solid brand platform that offers a keenly defined, distinct offering and experience.

We know just about everything about the character, Mr Green, except perhaps about his parentage (he was deposited outside an orphanage in what was an exclusive carriage, accompanied with fine garments, but his parents remain unknown). This permits us to distinguish ourselves readily from the competition and create loyalty.

Our achievement in creating a superb gaming experience has resulted in the appropriate acknowledgement, in addition to our recurring customers. In 2013, and for the second consecutive year, the online casino Mr Green took top spot in the International Gaming Awards. Mr Green was also ranked among the Top 100 list of the Internetworld magazine for the sixth consecutive year.

RESPONSIBLE GAMING

We have a major gaming responsibility and, thus, our Green Gaming programme continues. Already at the registration stage, customers are requested to set their personal limit for the risk that they are prepared to take when playing. This is commercially positive for us as well as being a reassuring factor. Mr Green represents safe

entertainment in an enjoyable setting, and Green Gaming is a crucial feature of this.

INVESTMENTS IN MOBILE PLATFORMS

Mr Green's mobile casino has started to generate serious momentum. During 2013, we released a new version of the mobile casino for smartphones and tablets and have noted enhanced efficiency of the platform. Investments in the mobile platform are substantial and will remain so throughout 2014. We consider the area as being entirely decisive for the continuing successful expansion of the online casino Mr Green.

During 2013, we worked on broadening our investments and, at the strategic level, on stimulating the geographic expansion of our core holding, the online casino Mr Green. Meanwhile in January, Bo Wänghammar assumed his position as CEO, bringing with him experience from Lensway, Bwin and others.

REDUCED DEPENDENCY OF THE NORDIC REGION

Mr Green & Co confirms that the Nordic region accounts for 65 per cent (77 per cent) of the total game win, with the rest of Europe accounting for 35 per cent (22 per cent) of the game win, and the rest of the world for 0.2 per cent (0.2 per cent) of the game win. This means that

we have now reduced our dependence on the Nordic region, which we view as a strategic value per se. To date, our growth has been completely organic; however, this does not preclude other paths to growth or expansion. Decreased dependence on individual markets reduces our vulnerability to regulatory amendments or changes in competition. In our geographic portfolio strategy, we seek a market mix comprising both large and small countries offering varying prospects. We wish to have a presence on reregulated markets as well as markets that are not subject to special license conditions in order to offer the Group's products. Our first reregulated market is expected to be the UK, where a gaming licence will take effect in December 2014. We have also started to study the potential of taking Mr Green outside Europe. However, we do not expect such markets to provide a positive contribution during 2014.

As we now tackle a number of new markets, the proportion of marketing utilised from the game win will increase in the short term. We plan to pursue aggressive growth as long as we see the result trend that we have wit-

nessed to date. In each new launch market, our strategy is to build up familiarity initially, which means that marketing is less effective than what it would be in a more mature market. We will also continue to work on expanding into new territories, with a continuing focus on winning markets on an organic basis, which means that these types of effects can be expected to arise from time to time.

BROADENING INVESTMENTS

As regards the broadening of investments, beyond our core holding in Mr Green, we now also have investments in the Facebook-based social casino, Spin Tower Casino (company: Social Thrills AB) and in the new brand, online casino Garbo (company: DSRPTV Gaming Ventures Ltd). Mr Green & Co AB has an option to acquire all of the shares in the online casino Garbo. The option is valid up to April 2016. The vision of Mr Green & Co AB is to be a leading global investor in high-growth iGaming companies and during this year we have begun to deliver on this vision.

Spin Tower Casino was released during 2013 in a beta version as a Facebook app. The product is not subject to licensing requirements and

may thus be offered world-wide. It is close to our core holding, but also distinguishes itself in that it permits players to gain enhancements while playing but never to win money. As a result, competition is closer to market actors such as Zynga and King.com rather than the online casino Mr Green. Some work remains to be done with Spin Tower Casino until the product is ready to go live, but we view the area as highly attractive, with many extremely successful competitors.

NEW CASINO AIMED AT WOMEN

Garbo is a new brand, featuring a casino primarily developed for mobile platforms. It is focused primarily on women wishing to play casino games via tablets or smartphones. The casino was launched in October 2013 and has seen a very buoyant beginning. Typically, the average online player is a 41-year-old woman; nevertheless, few initiatives have been made to offer her an attractive iGaming offer. With Garbo, we have created an exciting and attractive brand that can be expected to attract this target group to a safe and secure gaming environment. Garbo is a high-profile and exciting character with dynamism, suaveness and a fashion-driven design image. Garbo is run from Malta by the online casino Mr Green's former CEO, Marcus Nylén.

We expect that the strategy of the core holding, the online casino Mr Green, will continue to focus on product development, notably in the mobile field, as well as taking online casino activities to new countries, a combination that offers us favourable prospects to continue to outgrow the market.

Mikael Pawlo
CEO



INCOME STATEMENT GROUP PRO FORMA*

(SEK 000s)	Note	Group 2013	Group 2012
Game win	3	483 486	317 850
Other revenue	9	367	681
Total revenue		483 853	318 531
Cost of sales		84 191	59 467
Marketing		197 069	134 989
Personnel costs	7	36 270	30 873
Other operating expenses		64 151	46 184
EBITDA		102 172	47 018
Depreciation and amortisation	8	37 328	13 198
EBIT		64 844	33 820
Financial income	10	103	38
Financial expense	10	-1 836	- 190
Income tax	11	-3 813	-3 371
PROFIT FOR THE PERIOD		59 298	30 297
Number of shares		35 849 413	35 849 413
Basic earnings per share (SEK)		1.65	0.85
Diluted earnings per share (SEK)		1.65	0.85

GAME WIN BY REGION PRO FORMA*

(SEK 000s)	2013	2012
Nordic region	313 595	246 300
Rest of Europe	168 842	71 042
Rest of the world	1 049	508
TOTAL GAME WIN	483 486	317 850

* Pro forma information differs from IFRS information provided on page 22 onwards in that it illustrates the financial information as if the acquisition of Green Gaming Group Plc and the related issue of shares had taken place on 31 December 2011.

MARKET TREND

The market for online casino gaming is increasing. Underlying reasons for this include the continuing robust global growth in Internet usage and the increasing confidence shown in online services and e-payments.

Internet usage is continuing to grow strongly in global terms. Growth is slacker in the developed, early countries, such as Sweden; but certain Eastern European countries continue to display strong Internet growth. In the mobile area, expansion is skyrocketing, advancing even faster in countries in which Internet penetration is already high and who can boast of a planned, nationwide data-processing super-structure. Confidence in e-services is rising in all markets, which has led gaming to shift from physical environments – such as bars and casinos – to the Internet. Progress in iGaming corresponds to the previously observed trend in e-commerce.

E-commerce, combined with rising iGaming, has led to the development of payment solutions, facilitating Internet-based payments. Numerous payment methods are on offer, ranging from card-based to voucher-related systems, that permit users to buy coupons in, for example, tobacconists and similar outlets and subsequently use them securely on the Internet, thereby boosting confidence in e-payments. This is also contributing to expanding the iGaming market. When it comes to the expansion

of mobile-based gaming in the broad sense (via tablets and smartphones), there are many indications that the number of devices in the market that can handle casino gaming is rising sharply, in tandem with the behavioural shift towards mobile gaming.

MOBILE GAMING IS RISING SHARPLY

The market for online casino gaming is increasing. According to H2 Gambling Capital (January 2014), an industry market intelligence organisation, the market is expected to grow by some 10 per cent in Europe during 2014. Mobile gaming is anticipated to grow by 177 per cent in Europe (H2GC, April 2013). By 2018, mobile gaming is expected to account for almost 50 per cent of all online gaming worldwide. (H2GC, November 2013). H2GC estimates that the global mobile market will generate EUR 19 billion in Game win by 2018, thereby representing almost 44 per cent of all interactive gaming and just less than 5 per cent of all gambling. According to H2GC, the increase is attributable to larger smartphone and tablet penetration, boosted by the ever-more powerful performance of these devices, plus greater confidence on the part of

users in paying via such devices.

The average spend on mobile gaming per adult is expected to increase from slightly more than EUR 1.00 in 2010 to over EUR 17.00 in 2018. Betting comprises the majority share of mobile gaming, accounting for more than 75 per cent, according to H2GC. Other games (casino) have been adopted more slowly on mobile devices due to the requirements such game forms have on the experience aspect, such as graphics and uninterrupted gaming. Towards the end of the next five-year period, H2GC believes that the allocation between casino and betting will correspond to that of gaming on standard computers. Mr Green's believes the transition to mobile gaming could move faster than H2GC's assessment.

INVESTMENTS IN PRODUCT DEVELOPMENT

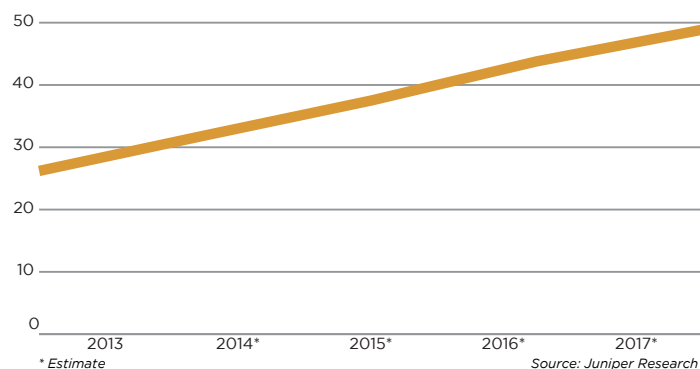
Mr Green is making significant investments in product development for smartphones and tablet devices to ensure that the company is well positioned ahead of this shift in user behaviour, and can thus be positioned to continue to outgrow the market also in this area.

INTENSE COMPETITION

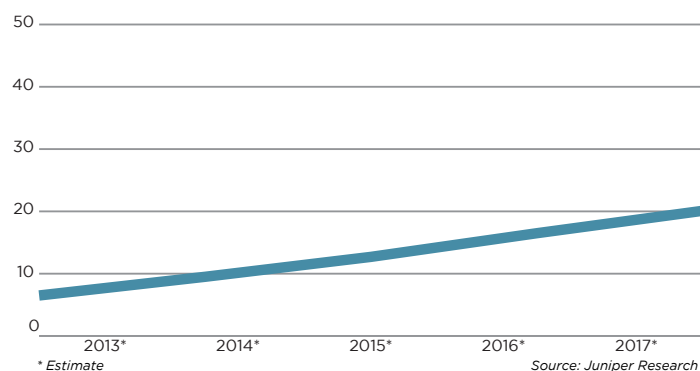
Intense competition exists

in the online gaming market in Europe. While the market is fragmented and no single operator dominates the entire European market, there are operators that dominate in their particular local/country markets. Competitors comprise private companies, listed companies and public sector companies. Although the barriers for new companies to enter the market are relatively low, achieving a substantial market share requires a good product, a strong brand, specialist personnel and marketing. Mr Green assesses that competition will continue in its present form, but that local regulations could affect competition in various ways. Furthermore, the ability of the various operators to adapt to mobile gaming will impact competition.

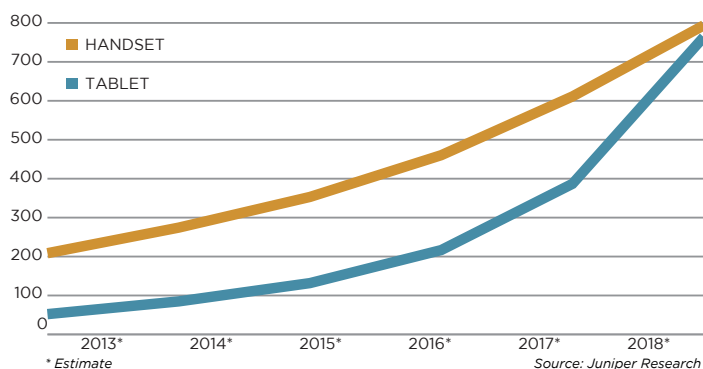
Handset game win as percentage of total game win, Western Europe, 2013-2018



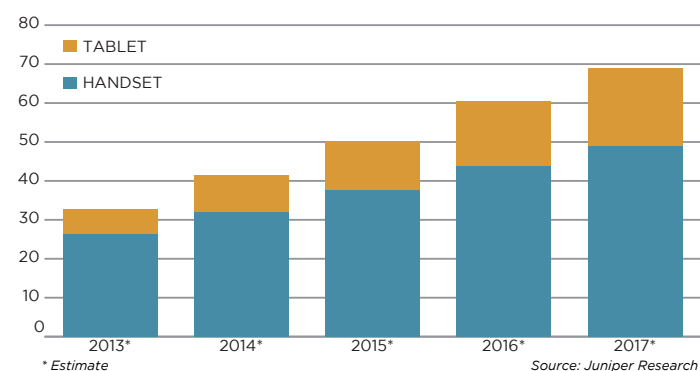
Tablet Game Win as percentage of total Game Win, Western Europe, 2013-2018



Total global game win over time (million USD), 2013-2018



Shares of Game Win in Western Europe, per cent, 2013-2018



PORTFOLIO COMPANIES

Mr Green & Co AB invests in companies that build unique capabilities within the i-gaming sector. The core investment of Mr Green & Co is the online casino company Mr Green Ltd.



MR GREEN Ltd

The Malta-based online casino Mr Green is wholly owned by Mr Green & Co AB. The casino was launched in 2008 by the three childhood friends: Fredrik Sidfalk, Henrik Bergquist and Mikael Pawlo. The idea was to create an online casino with a completely new concept – to provide an ambiance equivalent to stepping into Monte Carlo's famous casino. This was achieved through graphic design to create an environment that engendered a brand new ambiance and to create a

brand previously unseen in the gaming world. Today, Mr Green is one of the most rapidly growing companies in the industry and has approximately 90 employees.

Currently, visitors can choose between about 200 games, which are available in seven languages. Since its start, Mr Green has amassed about 830 000 registered customers, and the site is also available for gaming via tablets and smartphones.

The online casino Mr Green has won plaudits from independent sources and received a number of prizes for its innovative thinking. Among other achievements,

Mr Green has been the highest ranked online casino for six years in the Swedish magazine *Internetworld's* ranking of Sweden's top 100 sites. In addition, Mr Green received the award of Socially Responsible Operator of the Year 2012 from the UK publication, *E-Gaming Review* and Online Casino Operator of the Year 2013 and 2014 at the International Gaming Awards gala in London.

In January 2014, Bo Wänghammar was appointed CEO for Mr Green Ltd.

DSRPTV GAMING VENTURES Ltd

The gaming company DSRPTV Gaming Ventures Ltd launched the gaming site Garbo during 2013. Garbo is the first site with a more feminine brand targeted at the mobile gaming market.

In January 2014, Marcus Nylén was appointed CEO of the company, which is based in Malta.

Mr Green & Co has invested EUR 500 000 in the new gaming company and also has an option to acquire all of the shares in DSRPTV Ltd for EUR 500 000 plus three years annual royalties based on future earnings. The option is valid until 2016.



SOCIAL THRILLS AB



The associated company Social Thrills AB is 41.85 per cent owned by Mr Green & Co. Social Thrills launched its first game for Facebook in November 2013, Spin Tower Casino. The Spin Tower Casino uses virtual currency, which can only be used for continued gaming. Games in social media are entirely focused on entertainment – not on winnings. While the gamer does not pay for the actual gaming, it is possible to purchase certain enhancements.

Thus far, Mr Green has invested SEK 18.9 million in Social Holdings Ltd, which owns Social Thrills AB. Two of the founders of Mr Green Ltd, Henrik Bergquist and Fredrik Sidfalk have been part of founding Social Thrills and the development of the Spin Tower concept. Anna Magnusson is CEO of Social Thrills AB.

CORPORATE GOVERNANCE REPORT

Corporate governance refers to the distribution of rights and obligations between company functions in accordance with laws, rules and processes. Corporate governance involves the decision-making systems and the structure through which the shareholders directly or indirectly govern the company. This is the first time that the company is submitting a corporate governance report since it is the first year that Mr Green & Co AB is operating as a public limited liability company.

Mr Green & Co AB is a Swedish public limited liability company listed on AktieTorget in Stockholm. Mr Green & Co AB hereby submits its corporate governance report for 2013. The report comprises part of the Management Report and has been reviewed by the company's auditor.

EXTERNAL REGULATIONS

- Swedish Companies Act
- Swedish and international accounting law
- AktieTorget's rules for issuers

INTERNAL REGULATIONS

- Articles of Association
- The Board's rules of procedure
- CEO instructions
- Authorisation instructions
- Group policies

DISTRIBUTION OF RESPONSIBILITIES

Shareholders exercise their influence over Mr Green & Co AB at the Annual General Meeting and at other general meetings, while the Board of Directors and CEO are responsible for the organisation of the company and administration of the company's affairs in accordance with the Swedish Companies Act, other laws and regulations, AktieTorget's rules for issuers, the Articles of Association and the Board's internal governance documents.

SHAREHOLDERS

Mr Green & Co AB was listed on AktieTorget on 28 June 2013. At year-end, the company had 2 190 shareholders, distributed between 35 849 413 shares. The major shareholders were Hans Fajerson and companies with 20.71 per cent, Henrik Bergquist and companies with 18.79 per cent and Fredrik Sidfalk and companies with 12.33 per cent of the capital and votes. Information to shareholders is provided continuously and includes interim reports and year-end reports, annual reports and press releases about significant events. Information to shareholders is available from Mr Green & Co AB's website en.mrgco.se

ARTICLES OF ASSOCIATION

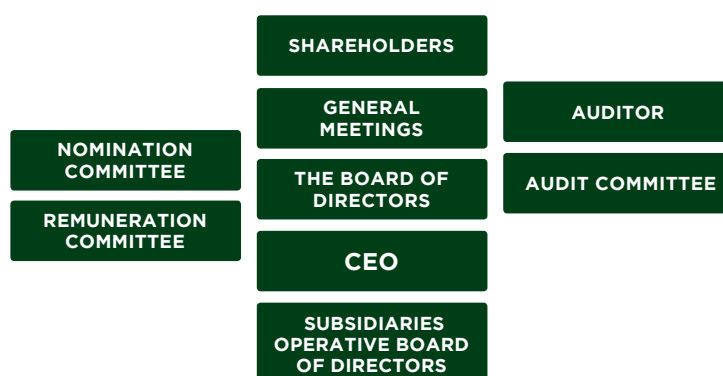
The Articles of Association stipulate the company's operations, the number of Board members and auditors, how the notice of

annual general meetings is to be given, items on the agenda at annual general meetings and where such meetings are to be held. The Articles of Association contain no limitations regarding the number of votes that each shareholder is permitted to cast at an annual general meeting. The current Articles of Association, which were adopted at the Extraordinary General Meeting held on 12 June 2013, are available on the company's website: en.mrgco.se.

ANNUAL GENERAL MEETING

The Annual General Meeting is the highest decision-making body in Mr Green & Co AB. All shareholders can exercise their right to vote at the Annual General Meeting and decide on issues that affect the company and its operations. The Annual General Meeting, which is to be held within six months after

Distribution of responsibilities



the end of the financial year, resolves on the adoption of the income statement and balance sheet, the appropriation of profit or loss for the year, dividends and on the discharge of Board members and the CEO from personal liability. Board members are also elected and Board fees determined. The Annual General Meeting also elects auditors and determines auditors' fees, when necessary. Furthermore, resolutions are made on other statutory matters and on the guidelines for remuneration of senior executives. In addition, other proposals from the Board and shareholders are decided on. All shareholders who are registered in the shareholders' register on a certain record date and who have notified their intent to participate in time are entitled to attend the Meeting and vote in accordance with their total shareholding. Shareholders may be represented by a proxy.

2013 ANNUAL GENERAL MEETING

The 2013 Annual General Meeting was held on 22 March 2013. At the time, the company was a wholly owned subsidiary of Transferator AB (publ). The name of the company was lacta Management AB. Tommy Trollborg was elected Chairman of the Meeting.

Some of the resolutions made at the Meeting were:

- The company was to become a public limited liability company.
- The registered name of the company was to be Mr Green & Co AB (publ).
- The share capital was to be increased by SEK 6 107 335 on the basis of a bonus issue.
- Henrik Bergquist, Hans Fajerson and Fredrik Sidfalk, were elected as new Board members and

Tommy Trollborg was re-elected Chairman of the Board.

- Authorisation for the Board to resolve on a new share issue or the issue of convertible bonds or warrants, totalling a maximum of the limit, applicable at any time, for share capital and number of shares decided by the company.

2014 ANNUAL GENERAL MEETING

The Annual General Meeting of Mr Green & Co AB (publ) will be held on 24 April in Stockholm. For additional information about the 2014 Annual General Meeting, refer to the company's website en.mrgco.se.

NOMINATION COMMITTEE

In accordance with the decision of the 2013 Annual General Meeting, the Chairman of the Board was tasked to serve as the convener in the company's nomination work and ask representatives of the major shareholders to be members of the Nomination Committee. The Nomination Committee is to comprise at least three members and the majority of the Nomination Committee's members are not to be employees of the company or Board members.

The duties of the Nomination Committee are to:

- Evaluate the composition of the Board and its work
- Submit proposals to the Meeting regarding election of Board members and the Chairman of the Board.
- Submit proposals regarding external auditors, if necessary.
- Submit proposals regarding fees to Board members, Board Committees and auditors.
- The Nomination Committee prior to the 2014 Annual General Meeting comprises.

- Dimitrij Titov, representing Hans Fajerson and companies with a total of 20.71 per cent of the votes, Eva Lindkvist, representing Henrik Bergquist and companies, with a total of 18.79 per cent of the votes and Fredrik Sidfalk and companies with a total of 12.33 per cent of the votes, and Tommy Trollborg, Chairman of Mr Green & Co and convener of the Nomination Committee, with own holdings of 2.83 per cent of the votes.

The Nomination Committee represents an owner interest that amounted to 54.66 per cent of the votes in the company at year-end. The Nomination Committee held three meetings and had e-mail and telephone contacts. An important source of information for the work of the Nomination Committee is the Board evaluation that will be conducted every year.

The Nomination Committee seeks to nominate individuals who, together with the existing Board members, will form a Board with suitable overall expertise. The Nomination Committee receives information from the Board Chairman and CEO on the company's future strategic direction. Based on this information, the Nomination Committee assesses the expertise required in the Board as a whole and evaluates the expertise of the current Board members.

The Nomination Committee's complete proposals and reasoning for the 2014 Annual General Meeting will be presented on the company's website en.mrgco.se well in advance of the Annual General Meeting.

Shareholders wishing to present proposals to the Nomination Committee can do so via e-mail to info@mrgco.se or via post to the company's head office.

BOARD OF DIRECTORS AND ITS WORK

The Board of Directors is responsible for the organisation and administration of Mr Green & Co AB. The Board is to provide efficient support to and control of management activities. The Board has adopted rules of procedure that contain rules and guidelines for its work. The rules of procedure regulate, for example, scheduled Board meetings, the items on the agenda to be addressed at scheduled Board meetings and the responsibilities of the Board Chairman.

The Board members are to be elected annually at the Annual General Meeting for the period until the next Annual General Meeting. There is no rule governing the length of time that a director may sit on the Board. The Board of Directors of Mr Green & Co comprises four members elected by the Annual General Meeting, and no deputies. The CEO is not a member of the Board of Directors. At the 2013 Annual General Meeting, Henrik Bergquist, Hans Fajerson and Fredrik Sidfalk were elected as new Board members. Tommy Trollborg was re-elected Chairman. The Board is presented on pages 45–46.

The Group's CEO, Mikael Pawlo, presents reports at all Board meetings. The Group's CFO, Marjatta Skogh, participates by presenting reports and by serving as secretary. Other executives in the Group participate in Board meetings during the year and make presentations on specific matters.

According to AktieTorget's definition, the number of Board members elected by the Annual General Meeting who are independent in relation to the company amounts to four (100 per cent) and the number of Board members elected by the Annual General

Meeting who are independent in relation to the company's largest shareholders amounts to one (25 per cent), and all members fulfil AktieTorget's experience requirements.

Board members Henrik Bergquist, Hans Fajerson and Fredrik Sidfalk each own, with their companies, more than 10 per cent of the votes and thus are not considered to be independent in relation to the company's largest shareholders. The Nomination Committee's task is to propose additional Board members who are independent in relation to the company's largest shareholders. With such a composition, the Board of Mr Green & Co AB fulfils AktieTorget's rules for listed companies, which include the requirements that the majority of Board members elected by the Annual General Meeting are independent in relation to the company and company management and that at least two of these members are also independent in relation to the company's largest shareholders.

All Board members and all members of the Group's management team have undergone AktieTorget's training course in the stock-exchange rules.

BOARD MEETINGS

After the most recent Annual General Meeting, the Board held 15 minuted meetings, of which two were held by telephone and four per capsulam.

During the year, the Board dedicated particular attention to strategic and financial issues, the listing on AktieTorget and issues related to acquisitions, internal control and major investments.

The Board members' attendance at meetings in per cent is stated below:

- Tommy Trollborg, Chairman 100
- Henrik Bergquist,

- Board member 100
- Hans Fajerson, Board member 93
- Fredrik Sidfalk, Board member 80

INFORMATION TO THE BOARD

The Board's work follows the rules of procedure and the Board receives information from management in the form of operations reports an in accordance with the CEO instruction. The company's auditor reports his observations from the audit of the annual accounts and his opinion of the company's internal procedures and control to the Board.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board uses its rules of procedure and the instructions for its and the CEO's work in order to achieve efficient management of the risks in the operations.

The responsibility for maintaining an effective control environment and internal control over the financial reporting is delegated to the CEO.

Guidelines are in place for external communication that ensure that the correct information is distributed to the market.

AUDIT COMMITTEE

The Audit Committee's primary task is to ensure compliance with established principles for the financial reporting and internal controls. A separate Audit Committee has not been appointed due to the fact that the Board comprises only four members. Instead the entire Board comprises the Audit Committee. The Group's auditor and CFO present reports to the Audit Committee.

REMUNERATION COMMITTEE

The Remuneration Committee's primary task is to

assume responsibility for salaries, pension benefits, bonus programmes and other benefits for the CEO and senior executives. The Committee is also to discuss and provide advice on long-term incentive programmes. A separate Remuneration Committee has not been appointed due to the fact that the Board comprises only four members. Instead the entire Board comprises the Remuneration Committee.

SENIOR MANAGEMENT

The Group's senior management comprises the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). Information about the Group's senior management is provided on page 47 of this Annual Report.

CEO

The CEO is responsible for ensuring that the ongoing administration of the company and the Group is managed in accordance with the Board's guidelines and instructions. This excludes making decisions in matters regarding operational gaming activities. The CEO leads the Parent Company's work and makes decisions in consultation with the other members of management. The company's operations comprise managing and administering its investments and evaluating potential new acquisitions or divestment of lines of business. The Group's gaming operations are conducted in Malta, through the wholly owned subsidiary Green Gaming Group Plc, with its own Board of Directors and under a local operational management group that manages operational decisions in Mr Green's gaming activities. CEO instructions have been established for the CEOs of the wholly owned subsidiaries that correspond to the

instruction for the CEO of the Parent Company.

REMUNERATION

Board fees and guidelines for remuneration of senior executives are decided by the Annual General Meeting. A Remuneration Committee elected from within the Board's ranks is assigned the task of preparing guidelines for salaries and other employment conditions for the CEO and other senior executives and presenting proposals to the Board for a decision in such matters. The Board is to determine the salary and other remuneration paid to the CEO. The CEO is to determine the salary and other remuneration paid to other senior executives in accordance with the Board's guidelines. The term "other senior executives" refers to two individuals who, in addition to the CEO, constitute Group Management.

Mr Green & Co AB is to offer market-based and competitive conditions in order to attract and retain competent senior executives. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The division between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration for the CEO and other senior executives may not exceed 50 per cent of their fixed salary. Pensions are based on defined-contribution solutions. The period of notice from the company is not to exceed six months. During the notice period of not more than six months, full salary and employment benefits are to be paid. Decisions regarding share and share-price-based incentive programmes are made by the General Meeting.

AUDIT

At the 2013 Annual General Meeting, Authorised Public Accountant Per Nilsson from Baker Tilly Stint AB was re-elected Auditor in Charge.

Per Nilsson has been an Authorised Public Accountant since 1989 and his other audit assignments include Taxi Stockholm 150000 and Transferator AB (publ).

The annual accounts are audited in January-February. The Annual Report is audited in March. Reviews are also conducted in conjunction with the company's interim reports.

In addition, internal procedures and control systems are examined continuously throughout the year, and reported to the Group's CEO, CFO and Board.

In addition to the audit assignment, Mr Green & Co engaged Baker Tilly Stint AB for consultancy assignments on accounting issues and investigations prior to the listing of the company.

INTERNAL AUDIT

The Group did not have a separate internal audit function during its first year of operations. Parts of the Board and the CFO devoted particular attention to these issues.

INVESTOR RELATIONS

The company's CEO is responsible for contact with shareholders. Mr Green & Co provides information to shareholders through the Annual Report, year-end report, interim reports, press releases and the company's website. The company also participated in a number of investor meetings and other IR activities.

THE SHARE AND OWNERS

Mr Green & Co AB's share was listed on AktieTorget, Stockholm on June 28, 2013.

From listing date to year-end, the share price increased 26.8 per cent. On closing day the share price was SEK 35.50, which represented a market value of Mr Green & Co AB of SEK 1 272.7 million. A total of 10.2 million shares changed hands since the listing day until the year end. As per 31 December 2013, Mr Green & Co AB had 35 849 413 shares.

Mr Green & Co AB's share was listed on AktieTorget, Stockholm on June 28, 2013 under the code MRG. As per 31 December 2013, Mr Green & Co had 35 849 413 shares. Each share entitles the holder to one vote. All shares entitle equal right to Mr Green & Co's assets and profits.

OWNERSHIP STRUCTURE

At the end of the year, there were 2 190 shareholders in Mr Green & Co. The proportion of foreign shareholders amounted to 4.4 per cent and the foreign shareholders owned 32.5 per cent of the share capital and of the votes.

The proportion of private persons owning shares in Mr Green & Co was 91.7 per cent and the proportion of shares owned by private persons was 20.5 per cent of the share capital and of the votes.

SHARE LIQUIDITY

A total of 10.2 million shares changed hands since the share's listing on June 28, 2013 and until the year end. This is 56.5 per cent of the average number of outstanding shares. In average 78 925 shares changed hands per trading day, and the number of trades averaged 134 per trading day.

SHARE PRICE DEVELOPMENT AND TURNOVER

The share price increased 26.8 per cent to year-end since listing day. The share

price (last paid) on closing day was SEK 35.50, which represented a market value of SEK 1 272.7 million.

The highest price quotation the period since listing was SEK 54.75 on 6 November, and the lowest quotation was SEK 23.30 on 28 June. The average share price during the period was SEK 39.48.

Total turnover of shares during the period since June 28 until the year end was SEK 383.9 million, which is equal to an average of SEK 3.0 million per trading day and SEK 22 600 per deal, in average.

DIVIDEND POLICY AND PROPOSED DISTRIBUTION

The Board proposes that the Annual General Meeting approve a transfer of SEK 1.30 per share to shareholders by way of the issue and

repurchase of shares. This is equivalent to a total of SEK 46.6 million. The amount is in line with Mr Green & Co's dividend policy, which is to pay a dividend and / or execute share buybacks of up to 50 per cent of the Group's free cash flow unless such cash is deemed necessary for the fulfillment of the company's strategy or to secure extra reserves if capital market conditions so demand.

The total number of outstanding shares is 35 849 413 and the distribution corresponds to SEK 1.30 per share.

The Board proposes that the distribution to shareholders shall be implemented in the form of an automatic redemption procedure, meaning that no dividend will be paid in the conventional sense of the term.

Major shareholders 31 December 2013

Hans Fajerson and companies	20.71
Henrik Bergquist and companies	18.79
Fredrik Sidfalk and companies	12.33
Martin Trollborg and companies	5.15
Mikael Pawlo and companies	5.05
Euroclear Bank	4.72
Försäkringsbolaget Avanza Pension	4.29
Others	28.96
TOTAL	100.00

Distribution of share holding

Share holding	Number of shareholders	Number of Shares	Shares in %
1 - 1 000	1737	516 810	1.45
1 001 - 10 000	364	1 097 906	3.06
10 001 - 100 000	56	1 524 245	4.25
100 001 - 1 000 000	23	7 102 202	19.80
1 000 001 - 2 000 000	6	9 444 576	26.35
2 000 001 -	4	16 163 674	45.09
TOTAL		35 849 413	100.00

TWO-YEAR REVIEW

PRO FORMA*

Amounts in MSEK unless stated otherwise. For definitions see Note 2, page 30.

	Group 2013	Group 2012		Group 2013	Group 2012
INCOME STATEMENT			NUMBER OF CUSTOMERS		
Revenues	483.9	318.5	Number of registered customers (in thousands)	827.0	608.4
EBITDA	102.2	47.0	Number of active customers (in thousands)	152.7	104.9
EBIT	64.8	33.8			
INCOME AFTER TAX	59.3	30.3	DEPOSITS		
BALANCE SHEET**			Customer deposits (MSEK)	1 043.0	630.3
Intangible fixed assets	790.6	-	PROFITABILITY AND FINANCIAL POSITION		
Tangible fixed assets	6.2	-	EBITDA margin (%)	21.1	14.8
Financial fixed assets	23.2	-	Return on equity (%)	8.0	-
Current receivables	16.1	-	Equity/assets ratio (%)	78.5	-
Cash and cash equivalents	111.2	-			
TOTAL ASSETS	947.4	-	INVESTMENTS		
Equity	743.8	-	Investments	40.9	35.0
Deferred tax liability	109.0	-	PERSONNEL		
Current liabilities	94.6	-	Average number of employees	109	75
TOTAL EQUITY AND LIABILITIES	947.4	-	Number of employees at year-end	114	92
CASH FLOW			THE SHARE		
Cash flow from operating activities	76.5	-	Share capital (MSEK)	35.8	35.8
Cash flow from investing activities	34.0	-	Number of shares out- standing at year-end (thousands)	35 849	35 849
Cash flow from financing activities	-1.7	-	Average number of shares outstanding (thousands)	35 849	35 849
TOTAL CASH FLOW	108.8	-	Number of registered shareholders	2 190	N/A
REVENUES PER REGION			Average share price (SEK) since 28 June 2013	35.37	N/A
Nordic Region	313.6	246.3	Share price at year-end (SEK)	35.50	N/A
Rest of Europe	168.8	71.0	Market Cap at year-end (MSEK)	1 272.7	N/A
Rest of the world	1.1	0.5	Earnings per share (SEK)	1.65	0.85
TOTAL	483.5	317.8	Earnings per share after dilution (SEK)	1.65	0.85
			Equity per share (SEK)	20.75	N/A
			Dividend or equivalent per share (SEK)***	1.30	N/A

* Pro forma information differs from IFRS information provided on page 22 onwards in that it illustrates the financial information as if the acquisition of Green Gaming Group Plc and the related issue of shares had taken place on 31 December 2011.

** According to IFRS.

*** The dividend for 2013 refers to the proposed redemption program which, on the condition that the outstanding number of shares remains unchanged, amounts to SEK 1.30 per share.

MANAGEMENT REPORT

The Board of Directors and the Managing Director of Mr Green & Co AB (publ), corporate registration number 556883-1449, with its registered office on Sibyllegatan 17, 114 42 Stockholm, hereby present the annual report for the financial year 2013 for the Parent Company and the Group. The formal annual report, including the audit report, covers pages 12–15 and 18–44.

This is the first annual report and financial statements prepared by the Group in accordance with International Financial Reporting Standards (IFRS). In the previous year, 2012, Mr Green & Co AB (then under the name lacta Management AB) was a subsidiary of Transferator AB. During this period, Mr Green & Co AB (i.e. lacta Management AB) did not prepare any consolidated financial statements and, instead, referred to the consolidated financial statements prepared by Transferator. Since no consolidated financial statements in accordance with Swedish generally accepted accounting principles for the previous year exist, explanations and reconciliations of the effect of starting to apply IFRS in the consolidated financial statements cannot be disclosed.

The results of operations for the year and the financial position of the Parent Company and the Group are presented in the Management Report and in the subsequent income statements, balance sheets, cash flow statements and statements of changes in equity, with associated notes and comments.

The reporting currency for the Parent Company and the Group is the Swedish krona (SEK). The consolidated income statement and balance sheet and the Parent

Company's income statement and balance sheet will be presented for adoption at the Annual General Meeting on 24 April 2014.

DESCRIPTION OF OPERATIONS

Mr Green & Co AB is the holding company of the Group. The largest and currently most important holding is the online casino Mr Green (Mr Green Ltd). The Company's mission is to invest in companies that build unique capabilities and further outgrow competition to build long-term shareholder value. Outside of Mr Green Ltd, the Company has also started to explore other opportunities in the i-gaming industry through initiatives that include investments in a social-gaming concept, Spin Tower Casino and a new brand in the casino industry, Garbo.com. Although the current main asset is the online casino Mr Green, the Company is always looking into new opportunities within the industry that are closely related to our specialized area of i-gaming.

THE GROUP'S REVENUES AND INCOME - PRO FORMA

The Group's revenue amounted to SEK 483.9 (318.5) million for the year, up 51.9 per cent year-on-year. EBITDA amounted to SEK 102.2 (47.0) million. The Group's profit after tax was SEK 59.3 (30.3) million.

Earnings were impacted by non-recurring costs of SEK 4.7 million resulting from the listing on AktieTorget. The costs related to the new issues totalled SEK 1.7 million and were recognized directly in equity.

For the year, cost of sales amounted to SEK 84.2 (59.5) million. These costs corresponded to 17.4 per cent of revenue for the period, compared with 18.7 per cent in the previous year.

Marketing expenditure totalled SEK 197.1 (135.0) million, which comprised 40.7 per cent (42.4 per cent) of revenue for the period.

Other expenses were SEK 100.4 (77.1) million. These included costs for the listing on AktieTorget of SEK 4.7 million. Excluding these non-recurring costs, other expenses corresponded to 19.8 per cent (24.2 per cent) of revenue.

THE GROUP'S REVENUES AND INCOME - IFRS

The Group's revenue amounted to SEK 349.8 (36.6) million for the year.

EBITDA amounted to SEK 68.4 (0.2) million. The Group's profit after tax was SEK 34.2 (0.0) million.

Earnings were impacted by non-recurring costs of SEK 4.7 million resulting from the listing on AktieTorget. The costs related to the new issues totalled SEK 1.7 million and were recognised directly in equity.

For the year, cost of sales amounted to SEK 57.6 (0.0) million. Marketing expenditure totalled SEK 139.9 (-) million, which comprised 40.0 per cent (-) of revenue for the period.

Other expenses were SEK 84.0 (36.4) million. These included costs for the listing on AktieTorget of SEK 4.7 million.

CUSTOMERS - PRO FORMA

During 2013 Mr Green Ltd had 153 (105) thousand active customers, an increase of 45.6 per cent compared to the previous year. For definition of active customer, see Note 2.

SIGNIFICANT EVENTS IN 2013

Acquisition of Green Gaming Group.

In December 2012, Mr Green & Co acquired 17.2 per cent of the shares in Green Gaming Group, Plc, Malta (hereinafter referred to as "GGG"). At the end of April 2013, Mr Green & Co acquired an additional 54.2 per cent of the shares in GGG. As of this transaction, GGG became a consolidated subsidiary of the Mr Green & Co Group. In late June 2013, Mr Green & Co acquired all remaining shares in GGG, which then became a wholly owned subsidiary of Mr Green & Co. For disclosures pertaining to fair value adjustments and goodwill calculation, see Note 4.

The financial statements of Mr Green & Co reflect the aforementioned events. As part of providing an updated description of the development of the Group's operations, pro forma reports are presented on page 7. Mr Green & Co will provide pro forma and IFRS financial statements throughout 2014.

Listing on AktieTorget

The Company's share was listed on market place Aktie-

Torget, Stockholm, Sweden on 28 June 2013, under code MRG.

INVESTMENTS AND DEPRECIATION/AMORTIZATION - PRO FORMA

During the year, investments in tangible and intangible fixed assets totaled SEK 40.9 (35.0) million, of which all referred to capitalized development costs for the gaming platform. For the same period, depreciation of tangible assets and amortization of development costs for the gaming platform and of customer contracts amounted to SEK 37.3 (13.2) million.

EQUITY

At 31 December 2013, equity in the Group amounted to SEK 743.8 (122.1) million, which was equivalent to SEK 20.75 per share.

FINANCING, CASH, CASH FLOW AND GAMING LIABILITIES

Mr Green & Co's operations are financed through Company resources. As of the end of the year, the equity/assets ratio amounted to 78.5 per cent. The acquisition of GGG was funded by new issue.

Cash flow from operating activities amounted to SEK 76.5 million. Cash flow from investing activities amounted to SEK 34.0 million, including cash acquired through acquisition of GGG SEK 62.0 million.

At the year end, cash and bank balances amounted to SEK 111.2 million.

Gaming liabilities, including reserves for accumulated jackpots, amounted to SEK 21.3 million at the end of the year.

PERSONNEL

At the end of the year, the Group had 114 employees, of which 80 employees have been added through the

acquisition of Green Gaming Group, Plc, Malta.

During the year, the average number of employees in the Group was 109, of whom 84 were based in Malta. In addition, the Group had contracts with 27 consultants on a full-time basis, of whom 12 were based outside Sweden.

SIGNIFICANT EVENTS AFTER THE END OF THE YEAR

The following significant events took place after the end of the financial year:

Bo Wänghammar was appointed CEO of Mr Green Ltd.

Marcus Nylén was appointed CEO of DSRPTV Ventures Holding Ltd.

Mr Green Ltd was awarded best online casino operator by the International Gaming Awards, on February 3rd 2014 in London.

Mr Green & Co's Extraordinary General Meeting, which was held on March 19th 2014, resolved to issue a maximum of 1 400 000 warrants.

THE PARENT COMPANY

The operations of the Parent Company, Mr Green & Co AB (publ), are primarily focused on Group management and administration. The Company provides and sells financial, administrative and management services to other Group companies.

The Parent Company's turnover for the entire year was SEK 4.4 (3.5) million and income before taxes amounted to SEK 49.8 (-) million.

Net financial items included SEK 62.0 (-) million in respect of anticipated dividend from subsidiaries.

The Parent Company's investments in fixed assets for the year amounted to SEK 0.1 (-) million. Cash and cash equivalents totaled SEK 0.1 (0.4) million. Neither the Parent Company nor the Group has any bank overdraft facilities.

OUTLOOK FOR 2014

Mr Green's assessment is that the market for online gaming will continue to grow and develop strongly, both globally and in the EU, and that the market for mobile gaming will also grow substantially. The market for online casino gaming is increasing. According to H2 Gambling Capital, an industry market intelligence organisation, the market is set grow by some 10 per cent in Europe during 2014 (January 2014). Mobile gaming is rising sharply and is anticipated to grow by 177 per cent in Europe (H2GC, April 2013). By 2018, mobile gaming is expected to account for almost 50 per cent of all online gaming worldwide. (H2GC, November 2013). H2GC estimates that the global mobile market will generate EUR 19 billion in Game win by 2018, thereby representing almost 44 per cent of all interactive gaming and just less than 5 per cent of all gambling. The Board of Directors believes that the Group's companies are well-positioned to participate in this market expansion and are expected to grow faster than the market rate.

SIGNIFICANT RISKS AND FACTORS OF UNCERTAINTY

Mr Green & Co's operations are financed through the Group resources, and the Group's financial policy is characterized by low levels of risk. The financial risks are described in Note 25.

LEGAL RISKS

The Group operates in a legal environment with legal and regulatory risks where individual countries and international organizations are currently developing the rules of operation. It is probable that the Group will experience more stringent requirements

in terms of compliance, laws and regulations as well as increased tax costs.

The Group is continuously monitoring the situation and adjusting its offering and markets to manage this risk. In line with this practice, mr-green.com is not advertised in the United States, does not accept players resident in the United States, and has filters in place blocking attempts to make deposits from the United States.

OTHER RISKS

Mr Green & Co is vulnerable to both seasonal and economic climate variations and other events. Seasonal variations can significantly affect the Group's operations during periods of lower gaming activity. The current economic situation has not, to date, affected the operations to any significant degree.

The Group's operations are constantly exposed to various currencies. Changes in exchange rates affect the Group's income. The Group works towards reducing the currency exposure through effective cash management and currency hedging. The Group will, however, continue to be exposed to exchange rate fluctuations.

DISPUTES

Mr Green & Co has not been involved in any known significant dispute during 2013.

RELATED-PARTY TRANSACTIONS

The company and/or its subsidiaries have service agreements with several companies, which are controlled by Board members or the CEO. Transactions with related parties are priced at market rates. The total amount for services received during the year was SEK 7.6 million. The balance outstanding at the end of 2013 was nil. These service agreements termi-

nated at year-end 2013.

The loan to the associated company, Social Holdings Ltd, amounts to SEK 0.7 million and is payable six months after it is called due.

RESEARCH AND DEVELOPMENT

Mr Green & Co is only involved in development. Expenses attributable to the development of gaming platforms and the integrations of games and payment solutions are capitalized to the extent by which the expenses are expected to provide future financial benefits.

ENVIRONMENT

Mr Green & Co does not conduct any operations requiring permits or registration under the Environmental Code.

PROPOSAL FOR GUIDELINES FOR SALARIES AND OTHER REMUNERATION TO SENIOR EXECUTIVES

The Board proposes that the Annual General Meeting adopts the following guidelines for remuneration for senior executives.

Board fees and guidelines for remuneration of senior executives are decided by the Annual General Meeting. A Remuneration Committee elected from within the Board's ranks is assigned the task of preparing guidelines for salaries and other employment conditions for the CEO and other senior executives and presenting proposals to the Board for a decision in such matters. The Board is to determine the salary and other remuneration paid to the CEO. The CEO is to determine the salary and other remuneration paid to other senior executives in accordance with the Board's guidelines. The term "other senior executives" refers to two individuals who, in addition to the CEO, constitute Group Management.

Mr Green & Co AB is to offer market-based and competitive conditions in order to attract and retain competent senior executives. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The division between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration for the CEO and other senior executives may not exceed 50 per cent of their fixed salary. Pensions are based on defined-contribution solutions. The period of notice from the company is not to exceed six months. During the notice period of not more than six months, full salary and employment benefits are to be paid. Decisions regarding share and share-price-based incentive programmes are made by the General Meeting.

The Board may take decisions diverging from these guidelines in individual cases, if special circumstances arise.

SHARES AND OWNERSHIP STRUCTURE

The number of shares in the Company at the end of the year was 35 849 413. Each share entitles the holder to one vote and an equal right to Mr Green & Co's assets and profits. The Company's share is listed on AktieTorget with the code MRG. At the end of the year, the Company had 2 190 shareholders.

The largest shareholders (owners of more than 10 per cent of the votes) were Hans Fajerson and companies with 20.7 per cent, Henrik

Bergquist and companies with 18.8 per cent and Fredrik Sidfalk and companies with 12.3 per cent of the shares and votes.

AUTHORIZATION FOR THE BOARD OF DIRECTORS

The Annual General Meeting of 22 April 2013 resolved to authorize the Board of Directors, on one or more occasions until the next Annual General Meeting, to issue new shares, convertible bonds or warrants totaling an amount that does not exceed the limit determined by the Company for its share capital and number of shares. The authorization includes the right for the Board to issue these instruments with or without deviation from the shareholders' preferential rights.

The authorization shall include the right to issue shares, convertibles or warrants with payment in kind or through right of set-off. The basis for the issue price shall be the share's market value at the time of the issue. The purpose of this authorization is to increase the Company's financial flexibility.

This mandate was not utilized during the financial year 2013.

PROPOSED DISTRIBUTION

The Board proposes that the Annual General Meeting, to be held on 24 April 2014, resolve that no share dividend be paid, but that SEK 1.30 per share to be distributed to the shareholders, on the condition that the number of shares remains unchanged up to the record day. This represents a transfer of funds to shareholders of SEK 46.6 million.

The Board intends to propose to the Annual General Meeting that the distribution to shareholders shall be effected through a share redemption program.

The Board's proposal will be presented in full in advance of the Annual General Meeting on www.mgrco.se.

PROPOSED APPROPRIATION OF THE COMPANY'S PROFITS

The Board of Directors and CEO propose that the profit available for distribution, SEK 722 130 314, be appropriated as follows:

Amounts in SEK	
Retained earnings	672 332 025
Profit for the year	49 798 289
TOTAL	722 130 314
Repurchase of shares	
35 849 413 shares	
* 1.30 SEK /share	46 604 237
To be carried forward	675 526 077
TOTAL	722 130 314

The Board proposes that it be authorised to decide on the record date, terms and conditions and point in time when the dividends are to be paid.

The Board believes that the proposal is consistent with the prudence rule stipulated in Chapter 17, Section 3 and Chapter 18, Section 4 of the Swedish Companies Act, according to the following statement:

The Board believes that the proposed dividend is justifiable with respect to the requirements that the nature, scope and risks of the operations impose on the amount of equity, and to the company's consolidation requirements, liquidity, current business plan and other financial position.

For further information on the company's earnings and financial position, refer to the following income statement and balance sheet with accompanying notes to the accounts.

INCOME STATEMENT*

Pro forma figures are presented on page 7.

(SEK 000s)	Note	Group IFRS 2013	Group IFRS 2012
Game win	3	336 765	-
Other revenue	9	13 084	36 632
Total revenue		349 849	36 632
Cost of sales		57 619	-
Marketing		139 913	-
Personnel costs	7	28 262	5 586
Other operating expenses		55 696	30 861
EBITDA		68 359	185
Depreciation and amortisation	8	30 769	88
EBIT		37 590	97
Financial income	10	69	14
Financial expense	10	-1 816	-
Income tax	11	-1 600	-62
PROFIT / (LOSS) FOR THE PERIOD		34 243	49
Weighted average number of shares		22 589 663	50 000
Basic earnings per share (SEK)		1.52	0.89
Diluted earnings per share (SEK)		1.52	0.89

STATEMENT OF COMPREHENSIVE INCOME*

(SEK 000s)	Group IFRS 2013	Group IFRS 2012
Profit / (loss) for the period	34 243	49
Other comprehensive income:		
Exchange rate difference on consolidation	1 316	-
Comprehensive income for the period	35 559	49
Comprehensive income attributable to:		
- Owners	30 142	49
- Non-controlling interests	5 417	-

* Income statement and Statement of comprehensive income reflect the full year accounts Mr Green & Co taking in account that Green Gaming Group did not became a 100% owned subsidiary until 20 June 2014. (See note 4 for further information.)

STATEMENT OF FINANCIAL POSITION

(SEK 000s)	Note	Group - IFRS 2013	Group - IFRS 2012
Customer contracts	14	26 179	-
Brand	14	271 638	-
Other intangible assets	14	46 926	-
Goodwill	14	445 863	-
Equipment	15	6 245	369
Investments in shares		-	122 000
Investments in associated companies	17	18 855	-
Other investments		4 381	-
Non-current assets		820 087	122 369
Trade receivables		93	1 260
Prepaid expenses	19	11 144	667
Other receivables	18	4 148	2 370
Amounts due from associated companies		752	-
Cash and cash equivalents	20	111 167	1 291
Current assets		127 304	5 588
TOTAL ASSETS		947 391	127 957
Share capital	21	35 849	50
Share premium reserve		680 199	122 000
Translation reserve		1 316	-
Retained earnings		26 441	49
Equity		743 805	122 099
Deferred tax liability	11	109 019	-
Non-current liabilities*		109 019	-
Trade creditors		22 836	2 029
Players' accounts		16 868	-
Other payables	22	4 292	873
Accruals	23	42 841	2 894
Current tax payable	11	7 730	62
Current liabilities		94 567	5 858
TOTAL EQUITY AND LIABILITIES		947 391	127 957
Pledged assets concerning own liabilities		-	-
Commitments and contingent liabilities		-	-

* The deferred tax liability includes amounts related to the acquired Customer contracts of SEK 26 179 000 and Brand SEK 271 638 000. Of this amount only SEK 3 891 000 will affect the Company's cash flow in the future.

STATEMENT OF CASH FLOWS*

(SEK 000s)	Note	Group - IFRS 2013	Group - IFRS 2012
Profit / (loss) before taxation		35 843	111
Adjusted for:			
- Depreciation and amortisation	8	30 769	88
- Net interest (income)/expense	10	1 747	-14
- Net unrealised exchange rate differences		-465	-
Changes in working capital		10 128	1 500
Income tax paid		-117	-
Net interest received / (paid)		-1 365	14
Cashflow from operating activities		76 540	1 699
Cashflow from investing activities:			
- Cash acquired through acquisitions	4	62 004	-
- Capitalisation of internal developments		-23 879	-
- Purchase of tangible and intangible fixed assets		-4 082	-457
Cashflow from investing activities		34 043	-457
Cashflow from financing activities:			
- Cost of issuing new shares		-1 742	-
Cashflow from financing activities		-1 742	-
Change in cash and cash equivalents		108 841	1 242
Exchange rate differences		1 035	-
Cash and cash equivalents at the beginning of the period	20	1 291	49
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	21	111 167	1 291

* Statement of Cash flows reflect the full year accounts Mr Green & Co taking in account that Green Gaming Group did not became a 100% owned subsidiary until 20 June 2014. (See note 4 for further information.)

STATEMENT OF CHANGES IN EQUITY

GROUP

(SEK 000s)	Group - IFRS 2013	Group - IFRS 2012
Opening balance, total equity	122 099	-
Profit / (loss) for the period	34 243	49
Other comprehensive income	1 316	-
Total comprehensive income	35 559	49
Transactions with owners:		
- Share capital paid in cash	-	50
- Shareholders' contributions	-	122 000
- Rights issue on purchase of GGG	587 889	-
- Cost of rights issue	-1 742	-
- Acquisition of subsidiary with non-controlling interest	203 004	-
- Acquisition of non-controlling interest	-203 004	-
Total transactions with owners	586 147	122 050
CLOSING BALANCE, TOTAL EQUITY	743 805	122 099

INCOME STATEMENT

(SEK 000s)	Note	Company 2013	Company 2012
Other revenue	9	4 391	3 482
Total revenue		4 391	3 482
Marketing		374	2
Personnel costs	7	2 032	394
Other operating expenses		11 979	3 101
EBITDA		- 9 994	-15
Depreciation and amortisation	8	11	-
EBIT		-10 005	-15
Dividends received	3	61 950	-
Financial expense	10	-2 147	-
Income tax	11	-	-3
PROFIT / (LOSS) FOR THE PERIOD		49 798	-18

There are no recognised gains or losses other than the profit / (loss) for the above financial years.

STATEMENT OF FINANCIAL POSITION

PARENT COMPANY

(SEK 000s)	Note	Company 2013	Company 2012
Equipment	15	90	-
Investments in Swedish subsidiaries	16	193	193
Investments in foreign subsidiaries	16	709 891	-
Other investments	16	-	122 000
Non-current assets		710 174	122 193
Trade receivables		93	31
Amounts due from subsidiary companies		48 667	1 582
Amounts due from associated companies		22	-
Other receivables	18	639	58
Prepaid expenses	19	167	22
Cash and cash equivalents	20	54	370
Current assets		49 642	2 062
TOTAL ASSETS		759 816	124 255
Share capital	21	35 849	50
Share premium reserve		558 199	-
Shareholders' contributions		122 000	122 000
Retained earnings		41 932	-18
Equity		757 980	122 032
Trade creditors		655	1 193
Corporation tax	11	3	3
Other payables	22	268	216
Accruals	23	910	811
Current liabilities		1 836	2 223
TOTAL EQUITY AND LIABILITIES		759 816	124 255
Pledged assets concerning own liabilities		-	-
Commitments and contingent liabilities		-	-

STATEMENT OF CASH FLOWS

(SEK 000s)	Note	Company 2013	Company 2012
Profit / (loss) before taxation		49 798	-15
Adjusted for:			
- Depreciation and amortisation	8	11	-
- Net financial (income)/expense	10	2 147	-
- Anticipated dividend		-61 950	-
Changes in working capital		-240	529
Net interest received / (paid)		-1 514	-
Cash flow from operating activities		-11 748	514
Cash flow from investing activities:			
- Investment in Swedish subsidiaries		-	-193
- Purchase of tangible and intangible fixed assets		-101	-
Cash flow from investing activities		-101	-193
- Cash flow from financing activities:			
- Loan from subsidiary company		13 275	-
- Cost of issuing new shares		-1 742	-
Cash flow from financing activities		11 533	-
Change in cash and cash equivalents		-316	321
Cash and cash equivalents at the beginning of the period	20	370	49
Cash and cash equivalents at the end of the period	21	54	370

STATEMENT OF CHANGES IN EQUITY

PARENT COMPANY

(SEK 000s)	Note	Company 2013	Company 2012
Opening balance, total equity		122 032	-
Profit / (loss) for the period		49 798	-18
Other comprehensive income		-	-
Total comprehensive income		49 798	-18
Transactions with owners:			
- Share capital paid in cash		-	50
- Shareholders' contributions		-	122 000
- Rights issue on purchase of GGG		587 889	-
- Cost of rights issue		-1 742	-
- Acquisition of subsidiary with non-controlling interest		203 004	-
- Acquisition of non-controlling interest		-203 004	-
- Rounding difference		3	-
Total transactions with owners		586 150	122 050
CLOSING BALANCE, TOTAL EQUITY		757 980	122 032

Company	Share capital	Share premium	Shareholder's contribution	Retained earnings	Total
At 1 January 2012	-	-	-	-	-
Total comprehensive income for the year					
Profit for the year	-	-	-	-18	-18
Total comprehensive income for the year	-	-	-	-18	-18
Share capital issue	50	-	-	-	50
Shareholders' contributions	-	-	122 000	-	122 000
AT 31 DECEMBER 2012	50	-	122 000	-18	122 032
At 1 January 2013	50	-	122 000	-18	122 032
Total comprehensive income for the year					
Profit for the year	-	-	-	49 798	49 798
Total comprehensive income for the year	-	-	-	49 798	49 798
Bonus issue	6 107	-	-	-6 107	-
Rights issue on purchase of GGG	29 692	558 199	-	-1 742	586 149
Rounding difference	-	-	-	1	1
AT 31 DECEMBER 2013	35 849	558 199	122 000	41 932	757 980

NOTES

All amounts in thousand SEK.

NOTE 1 GENERAL INFORMATION

Mr Green & Co AB (publ), the Parent Company, corporate identity number 556883-1449, operates through subsidiaries or affiliated companies in the software development, consulting and support activities aimed at the gaming industry on the Internet. The Parent Company and its subsidiaries are collectively referred to as the Group. Operations are primarily carried out in companies in Malta and Sweden. The Parent Company is a limited liability company registered and based in Stockholm. The address of the Company's registered office is Sibyllegatan 17, 114 42 Stockholm, Sweden.

The Parent Company's share is listed on AktieTorget, Stockholm.

These consolidated financial statements were approved by the Board of Directors for publication on 25 March 2014.

NOTE 2 ACCOUNTING POLICIES

STATEMENT OF COMPLIANCE

The consolidated financial statements of Mr Green & Co AB (publ) are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and RFR 1 "Additional rules for Group Accounting". Pro forma information is provided in addition to the above and differs from IFRS information in that it illustrates the financial information as if the acquisition of GGG and the related issue of shares had taken place on 31 December 2011.

These are the first annual financial statements prepared by the Group in accordance with IFRS. In previous accounting periods, Mr Green & Co AB (then under the name Iacta Management AB) was a subsidiary of Transferator AB. During that period, Mr Green & Co AB (i.e. Iacta Management AB) did not prepare any consolidated financial statements and, instead, referred to the consolidated financial statements prepared by Transferator. Since no consolidated financial statements in accordance with Swedish generally accepted accounting principles for previous periods exist, explanations and reconciliations of the effect of starting to apply IFRS in the consolidated financial statements cannot be disclosed.

The Parent Company applies the same accounting policies as the Group except in the cases described below under the section "Parent company accounting policies."

FUTURE ACCOUNTING POLICIES AND POLICIES APPLIED EARLY

IFRS 10 *Consolidated Financial Statements*, IFRS 11 *Joint Arrangements*, IFRS 12 *Disclosure of Interests in Other Entities* and the related amended versions of IAS 27 *Separate Financial Statements*, and IAS 28 *Investments in Associates and Joint Ventures* is applied in these financial statements, earlier than the EU mandatory date 1 January 2014. The amendment of IAS 36 *Impairment of Assets* regarding "Recoverable Amount Disclosures for Non-Financial Assets" is applied in these financial statements, earlier than the mandatory effective date of 1 January 2014.

Other IFRSs issued by the IASB but not yet effective have not been applied early and are not expected to have any material effects on Mr Green & Co when applied.

BASIS OF PREPARATION

Unless otherwise stated, the financial statements are presented in SEK 000s and prepared on a historical cost basis.

SIGNIFICANT ACCOUNTING ASSESSMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in accordance with IFRS requires management to make assessments, estimates and assumptions that influence the application of accounting policies and the recognised amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the assessments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Group has invested EUR 500 000 in a new online casino (Garbo.com), owned by the CEO of the Company and managed by the former CEO by Mr Green Ltd. The total amount of EUR 500 000 was provided during 2013. The Group has a call option to purchase 100 percent of the new online casino, which is valid until April 2016, for a fixed amount of EUR 500 000 plus a variable fee based on future earnings. The long term of the option, until April 2016, provides Mr Green with an opportunity to follow the project during its first trial years before making a decision on whether to exercise the option. Since Mr Green does not benefit from exercising the option until later in the exercise period, when the potential of the new project has become clearer, the option has been assessed as not to be substantive (IFRS 10) yet and, consequently, the new online casino has not been consolidated. The call option is instead recognised at cost as an unquoted equity instrument whose fair value cannot be reliably measured.

The management is of the opinion that, with the above exception, no assessments used in the application of the accounting policies are of material significance; and that no assumptions or other key sources for estimates are associated with any significant risk that could, in turn, result in a material adjustment of the carrying amounts of assets and liabilities over the coming year.

BASIS OF CONSOLIDATION

These consolidated financial statements include the financial statements of Mr Green & Co AB, all of its subsidiaries and its investments in associated companies. Intra-group balances and transactions are eliminated on consolidation.

SUBSIDIARIES

Subsidiaries are all companies over which the group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group

has power when existing rights give it the current ability to direct the relevant activities of the investee. When the Group has less than a majority of the voting or similar rights of an investee factors such as rights arising from contractual arrangements and substantive potential voting rights are taken into consideration. The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. When control is obtained any previously owned interests are measured at fair value and any change in value is recognised in profit or loss. When the group ceases to have control any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The group applies the acquisition method to account for business combinations.

The acquisition of a subsidiary is regarded as a transaction whereby the Group indirectly acquires the subsidiary's assets and assumes its liabilities. On acquisition identifiable assets and liabilities are measured at fair value. The difference between the fair value of the consideration transferred and the fair value of the identifiable net assets is recognised as goodwill. The group recognises any non-controlling interest in the investee on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of investee's identifiable net assets.

INVESTMENTS IN ASSOCIATED COMPANIES

Investments in associated companies are recognised when the Group obtains significant influence over the investee. Normally, this is the case when voting rights are a minimum of 20 per cent but not more than 50 per cent. Investments in associated companies are accounted for in accordance with the equity method. Under the equity method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

The group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognised in the group's financial statements only to the extent of unrelated investor's interests in the associates.

FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are converted at the foreign exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to SEK at the exchange rate at that date. Exchange-rate differences arising on conversion are recognised in profit or loss. Non-monetary assets and liabilities that are measured at cost in a foreign currency are translated using the exchange rate at the date of acquisition.

Assets and liabilities of foreign operations are translated from their respective functional currencies into the presentation currency of the Group (SEK) at the exchange rate at the end of the reporting period and their income and expense items are converted at the weighted-average exchange rate for the year. The translation differences

arising on conversion are recognised in other comprehensive income and accumulated in a separate reserve in equity. On disposal of a foreign operation, the deferred cumulative amount recognised in equity relating to that particular foreign operation is reclassified via other comprehensive income to profit or loss.

OPERATING SEGMENTS

The business of Mr Green is focused on casino iGaming, while most major competitors also offer gaming based on sports books and poker. Within the casino business, Mr Green offers more than 200 casino games. The chief operating decision maker of Mr Green, the management team, does not review the results of and make resource allocation decisions regarding the individual games. Rather, the management team manages Mr Green as a single product "casino". In addition, when reviewing the results and making resource allocation decisions, countries or geographic regions are not in focus, but rather, which levels of capital investment should be made centrally in technology, website design, and new games in order to increase competitiveness and stimulate growth. Game win / revenue is recorded per different regions, but is not a measure appropriate for making resource allocation decisions. Consequently, Mr Green is, in accordance with IFRS 8, considered to consist of one operating segment. All external revenue is generated from the selling location of Malta and all material non-current assets are related to Malta.

REVENUE

Gaming revenue (game win) is recognised on the basis of the total amount wagered on all games less all winnings payable to players, bonuses allocated and jackpot contributions. Other revenue represents non-gaming services provided to third parties.

EMPLOYEE BENEFITS

Short-term employee benefits

Provisions for short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonuses.

Pensions

In Mr Green & Co, as well as subsidiaries, there are defined-contribution pension schemes, which are schemes for which the amount of pension depends on the pension premiums paid. The expense is recognised in profit or loss in the periods during which related services are rendered by employees.

INCOME TAX

Income tax expense comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income, in which case it is recognised in equity or in other comprehensive income, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax liabilities and assets are based on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Temporary differences related to the initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not provided for in the calculations. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using enacted or substantively enacted tax rates at the end of the reporting period.

A deferred tax asset is recognised only to the extent that

it is probable that future taxable profits will be available against which the asset can be utilised and/or sufficient taxable temporary differences are available. Deferred tax assets are reduced and an expense recognised in profit or loss to the extent that it is no longer probable that the related tax effect will be realised.

GOODWILL

As from the acquisition date, goodwill acquired in a business combination is allocated to each cash-generating unit (CGU) or group of CGUs expected to benefit from the synergies of the combination. Goodwill is not amortised, but instead an annual impairment test (see further below) for the CGUs to which goodwill has been allocated is performed in the fourth quarter, or when there is an indication of impairment. An impairment loss in respect of goodwill is not reversed.

INTANGIBLE ASSETS OTHER THAN GOODWILL

Intangible assets other than goodwill consist of the internally generated apps, mobile, table and website and intangible assets acquired in business combinations, comprising brands and customer relations. The work performed to date on the internally generated website primarily includes the integration of game providers, integration of payment providers, database improvements and the design of the complete website. On initial recognition, the internally generated website is stated at cost while acquired intangible assets related to business combinations are stated at fair value. Subsequent to initial recognition, both capitalised development expenses and acquired intangible assets are stated at initially recognised amounts less accumulated amortisation and any impairment. The brand, Mr Green, is regarded as having an indefinite useful life. It is therefore not amortised but instead tested annually for impairment. It is also reviewed each period to determine whether events and circumstances continue to support an indefinite useful life. Intangible assets are amortised on a straight-line basis over the following useful lives:

Brand	No amortisation
Customer contracts	2 years
Website	3 years

EQUIPMENT

Equipment is stated at cost less accumulated depreciation and any impairment. Depreciation is made on a straight line basis to the residual value of the asset over the following useful lives:

Electronic equipment	3 years
Office equipment	5 years

IMPAIRMENT OF INTANGIBLE ASSETS AND EQUIPMENT

The carrying amounts of intangible assets and equipment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at least annually. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Any impairment loss is recognised in profit or loss.

FINANCIAL INSTRUMENTS

Cash and cash equivalents

Cash and cash equivalents consist of cash, available balances at banks, balances at payment providers and short-term liquid investments and other investments maturing within three months of the acquisition date.

Trade and other receivables

Trade receivables are short in term and are carried at the original invoice amount less allowances for any uncollectible amounts. An estimate of the need for impairment is made when there is objective evidence (such as financial difficulties of a debtor) that the Group will not be able to collect the full amount due.

Loan to associated company

Loan to associated company was initially measured at fair value and subsequently at amortised cost using the effective interest method.

Trade and other payables

Liabilities for trade and other amounts payable are carried at the original amounts of the related contract, which is their nominal amounts, since the effect of discounting is immaterial.

Unlisted equity instruments carried at cost

Call options to buy start-up businesses are recognised as unlisted equity instruments whose fair value cannot be reliably determined. On any indication of impairment and if the carrying amount is higher than the present value of expected cash flows, the difference is recognised as an impairment loss in profit or loss.

PARENT COMPANY ACCOUNTING POLICIES

The financial statements of the Parent Company, Mr Green & Co AB, have been prepared in accordance with the Annual Accounts Act and RFR 2 "Reporting in separate financial statements". RFR 2 requires the Parent Company to use the same accounting principles as the Group, i.e. IFRS, to the extent allowed by RFR 2. The main differences between the accounting policies of the Group and the Parent Company are disclosed below.

Subsidiaries

Investments in subsidiaries are carried at cost and dividends received are recognised as income. If there is any indication of impairment, the shares are tested for impairment. If impaired, the carrying amount is reduced and an impairment loss recognised in profit or loss.

Transaction costs directly attributable to the acquisition of interests in subsidiaries are included in the interests' recognised cost – as opposed to the Group treatment where the acquisition costs are recognised as expense.

Dividends

Dividends paid by subsidiaries to the parent company are anticipated if the parent alone can decide on the size of the dividend and if the formal decision has been made before the financial report is published.

Dividends paid to the shareholders of Mr Green & Co AB are recorded as a liability following the approval of the Annual General Meeting.

Group contributions

Group contributions paid to subsidiaries in the group are recognised as an increase in the value of investments in subsidiaries, net of tax. Group contributions received from subsidiaries are recognised as financial income. The possible tax effects on group contributions received are classified as income tax expense in the income statement.

Financial instruments

IAS 39 Financial Instruments: Recognition and Measurement is not applied for financial instruments. Instead, the Annual Accounts act, with its base in historical cost, is applied. Current financial assets are recognised at the lower of cost and net selling price. Non-current financial assets

are recognised at cost, amortised cost for interest bearing assets, reduced with any impairment. Any non-current interest bearing financial liabilities are recognised at amortised cost.

DEFINITIONS

Active customers

A customer is defined as active after gaming with real money during the year, through deposit in the customer's account, but also after playing with winnings of real money after free spins and/or bonuses provided by Mr Green to the customer.

Average number of employees

Number of employees expressed as full time equivalent (full year's work).

Average number of outstanding shares

Weighted average number of shares outstanding during the year, taking into account the bonus issue and new issue.

Average share price

The sum of the last paid price per trading day divided by the number of trading days since the listing of the share on 28 June, 2013.

Cash liquidity

Current assets in relation to current liabilities including proposed but not adopted dividends.

Dividend per share

Actual/proposed dividend divided by the Total number of outstanding shares at the end of the year.

EBIT

Earnings before interest and tax.

EBITDA

Earnings before interest and tax, depreciation and amortization.

EBITDA margin (%)

Earnings before interest and tax, depreciation and amortization in relation to Game win.

Earnings per share

Income after tax, divided by the weighted average number of outstanding shares during the year.

Earnings per share after dilution

Income after tax, divided by the average number of outstanding shares during the year, adjusted for additional number of shares for options with dilution effect.

Equity/assets ratio (%)

Equity at the end of the year as a percentage of the balance sheet total at the end of the year.

Equity per share

Equity in relation to the number of outstanding shares at the end of the year.

Game win

The total revenue wagered on all games less all winnings payable to players, bonuses allocated and jackpot contributions.

Number of employees at the year end

Number of employees on December month's payroll.

Number of outstanding shares

Number of outstanding shares at the end of year.

Number of (registered) shareholders

Number of direct shareholders and shareholders listed through a nominee shareholder registered in the share-holder register kept by Euroclear Sweden AB.

Profit margin (%)

Profit of the year in percentage of Total revenue.

Profit margin

Income after financial items in relation to the revenue for the year.

NOTE 3 REVENUES

	Group		Parent company	
	2013	2012	2013	2012
PRO FORMA				
Gamewin	483 486	317 850	-	-
Management fee	-	-	4 280	3 400
Service fee	367	681	111	82
TOTAL	483 853	318 531	4 391	3 482
IFRS				
Gamewin	336 765	-	-	-
Management fee	-	-	4 280	3 400
Service fee	13 084	36 632	111	82
TOTAL	349 849	36 632	4 391	3 482

NOTE 4 ACQUISITION OF SUBSIDIARIES AND NON-CONTROLLING INTERESTS

On 26 April 2013 and 29 April 2013, Mr Green & Co acquired 34.3 per cent and 19.9 per cent respectively of the Green Gaming Group Plc (GGG), Malta taking the total holding of GGG to 71.4 per cent at the end of April 2013.

At 20 June, Mr Green & Co acquired the remaining shares (28.6 per cent) in GGG. The Group now owns 100 per cent thereby removing the non-controlling interest.

This was the final step in the Group's restructuring, which prepared the way for the listing of Mr Green & Co on Aktie-Torget in Sweden with the wholly owned subsidiary GGG, which operates the online casino Mr Green (mrgreen.com).

For the period 1 May to 31 December, GGG contributed game win of SEK 336.8 million and EBIT of SEK 60.4 million to the overall operations of Mr Green & Co. Had GGG been acquired as of the beginning of 2013 game win and profit of the Group would have amounted to SEK 483.5 million and SEK 64.9 million, respectively. Due to the significance of this acquisition to Mr Green & Co, an unaudited pro forma income statement has been included on page 7. Please refer to this statement for more information about the contribution to the Group if GGG had been a wholly owned subsidiary from 1 January 2012.

The fair value of the shares in GGG was estimated by an independent valuer at the end of 2012. Since no significant changes had taken place in the business and business conditions of GGG during the following months, the purchase transactions in April and June were carried out at the same share price and the fair value of the non-controlling interest was estimated using this price. The acquisition of shares at the time of the business combination, at the end of April, was paid by issuing promissory notes to the value of SEK 412.9 million. Since the same estimated fair value per share was used for the original shareholding, in the transaction at the end of April (including the fair value of the non-controlling interest), no gain or loss was recognised on the original holding at the time of the business combination or for the acquisition of the non-controlling interest in June.

The increase in the non-controlling interest's share of equity from comprehensive income attributable to the non-controlling interest before this transaction, SEK 5.4 million, was recognised as a gain in retained earnings.

The costs related to the new issues of shares in connection with the acquisition of GGG were SEK 1.7 million. This cost was booked against the share premium reserve. Listing costs for listing Mr Green & Co on AktieTorget amounted to SEK 4.7 million and are included in Other operating expenses in the consolidated income statement.

PRE-EXISTING RELATIONSHIPS

At the time of the acquisition, the Mr Green & Co Group and GGG had commercial relations, where Mr Green & Co's subsidiaries lacta Marketing AB and Mr Green & Co Technology AB provided marketing services and technical development to GGG. These relationships will continue unaffected by this acquisition.

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

The table below summarises the assets, liabilities and fair value corrections performed as part of the acquisition process. The valuation of GGG at the time of the transaction was SEK 709.9 million. Over the past few years, Mr Green has profiled itself as an entertaining, safe and responsible online casino and is today a well-known and strong brand in the market. The casino's strong position is upheld through continuous maintenance of this position. This maintenance, and the further development of the brand, is based on the continuous development of game offerings and the development of technology and the online experience. The brand is also developed through the addition of platforms including smartphones and tablet devices. The brand Mr Green is a core asset of the Group and is consequently carefully maintained and developed. Management expects that the generation of net cash flows by the brand Mr Green will not come to an end within a foreseeable future. Accordingly, the brand is assessed as having an indefinite useful life.

The fair value of intangible assets (Mr Green online casino's customer database and brand) was as of 30 June 2013 determined provisionally, pending completion of an independent valuation. The valuation was completed during the third quarter and the acquisition date fair value of the customer contracts was SEK 39.3 million, a reduction of SEK 31.5 million relative to the provisional value (SEK 70.8 million). The amounts recognised in the financial statements for the nine months ended 30 September 2013 reflect these restated amounts as from the date of acquisition to the end of the current reporting period. As a result of the adjustment of the value of customer contracts, there was a reduction in deferred tax liability of SEK 10.0 million, to SEK 109.9 million and an increase in goodwill of SEK 21.5 million, to SEK 445.9 million.

The amounts recognised in the purchase price allocation are summarised in the following tables.

SEK 000s

Purchase price for 54,2 % of holding purchased 26 and 29 april 2013	384 887
Fair value of 28,6 % non-controlling interest	203 004
Fair value of original 17,2 % holding	122 000
TOTAL VALUE AT 30 APRIL 2013	709 891
Fair value of net assets at 30 April 2013	62 996
Fair value of customer database	32 268
Fair value of brand	271 638
Deferred corporation tax on brand and customer database value	- 109 875
	264 028
GOODWILL	445 863

Goodwill arose as part of this transaction from efficiencies created by the fusion into a Group as well as the improved ability of the Group to acquire and retain customers in the future, which thereby improves the Group's future earnings potential.

The fair value of the non-controlling interest was measured at their relative holding of GGG; i.e. in relation to the value of the price paid for the 54.2 per cent acquired.

Balance sheet on acquisition of GGG

SEK 000's	30 April 2013	Fair value adjustment 2013	Fair value 2013
Customer contracts	-	39 268	39 268
Brand	-	271 638	271 638
Development costs for gaming platform	38 571	-	38 571
Goodwill	-	445 863	445 863
Equipment	4 810	-	4 810
Investments in associated company	10 065	-	10 065
Non-current assets	53 446	756 770	810 215
Prepaid expenses	4 830	-	4 830
Other receivables	1 453	-	1 453
Loans to associated company	6 330	-	6 330
Cash and cash equivalents	62 004	-	62 004
Current assets	74 617	-	74 617
TOTAL ASSETS	128 063	756 770	884 832
Share capital	2 357	-	2 357
Share premium reserve	27 998	646 895	674 893
Translation reserve	355	-	355
Retained earnings	32 286	-	32 286
EQUITY	62 996	646 895	709 891
Deferred tax liability	-	109 875	109 875
Non-current liabilities	-	109 875	109 875
Trade creditors	18 092	-	18 092
Other payables	20 458	-	20 458
Accruals	21 384	-	21 384
Current tax payable	5 132	-	5 132
Current liabilities	65 066	-	65 066
EQUITY AND LIABILITIES	128 063	756 770	884 832

NOTE 5 LEASING

IFRS

Leasing fees for vehicles, rental fees for premises and other equipment which are rented and included in operational leasing amounted to:

	Group		Parent company	
	2013	2012	2013	2012
Expensed leasing and rental fees	3 219	1 305	368	30

Future minimum fees referring to non-cancellable operational leasing and rental agreements are estimated as follows:

	Group		Parent company	
	2013	2012	2013	2012
Within one year	3 918	1 495	493	45
Within two to five years	5 201	3 021	123	0
After five years	0	0	0	0
TOTAL	9 119	4 516	616	45

NOTE 6 AUDITORS' FEES

IFRS

The following remuneration has been paid to auditors and auditing companies for auditing and other review procedures undertaken according to relevant legislation, and for the provision of advisory services and other assistance arising as a result of observations made during the audit.

Remuneration has also been paid for other independent advisory services, relating primarily to ongoing tax consultations, and advise on accounting issues.

	Group		Parent company	
	2013	2012	2013	2012
Audit assignment				
Baker Tilly Stint AB	490	95	449	50
Mahoney	355	-	-	-
Other auditing firms	53	-	-	-
Audit activities other than the audit assignment				
Baker Tilly Stint AB	225	-	225	-
Mahoney	103	-	-	-
Tax advisory services				
Baker Tilly Stint AB	2	-	2	-
Mahoney	7	-	-	-
Other auditing firms	619	-	619	-
Other services				
KPMG	802	-	802	-
Mahoney	85	-	-	-
TOTAL	2 821	95	2 097	50

NOTE 7 EMPLOYEES, SALARIES AND FEES

PRO FORMA

Average number of employees

	2013		2012	
	Total	Of whom women, %	Total	Of whom women, %
Parent Company				
Sweden	2	50	1	100
Subsidiaries				
Sweden	23	35	19	37
Malta	84	37	55	42
Total subsidiaries	107	37	74	41
TOTAL, GROUP	109	37	75	41

Proportion of women in executive management

	Group		Parent company	
	2013	2012	2013	2012
Board of Directors	13%	50%	-	50%
Other senior executives	17%	33%	50%	100%

IFRS

Average number of employees

	2013		2012	
	Total	Of whom women, %	Total	Of whom women, %
Parent Company				
Sweden	2	50	1	100
Subsidiaries				
Sweden	23	35	19	37
Malta	58	37	-	-
Total subsidiaries	81	36	19	37
TOTAL, GROUP	83	37	20	40

Proportion of women in executive management

	Group		Parent company	
	2013	2012	2013	2012
Board of Directors	13%	50 %	-	50 %
Other senior executives	17%	33 %	50 %	100 %

Note 7 is continued on page 36.

NOTE 8 DEPRECIATION/AMORTIZATION

PRO FORMA

Depreciation/amortization specified according to category of fixed assets:

	Group		Parent company	
	2013	2012	2013	2012
Customer Agreements	13 089	-	-	-
Development expenses for gaming platform	22 072	11 341	-	-
Equipment	2 167	1 857	11	-
TOTAL	37 328	13 198	11	-

IFRS

Depreciation/amortization specified according to category of fixed assets:

	Group		Parent company	
	2013	2012	2013	2012
Customer Agreements	13 089	-	-	-
Development expenses for gaming platform	16 227	-	-	-
Equipment	1 453	88	11	-
TOTAL	30 769	88	11	0

NOTE 9 OTHER OPERATING INCOME

IFRS

	Group		Parent company	
	2013	2012	2013	2012
Management fees charged to subsidiaries	-	-	4 280	3 400
Service fees charged to other companies	13 084	36 632	111	82
TOTAL	13 084	36 632	4 391	3 482

NOTE 7 EMPLOYEES, SALARIES AND FEES, CONTINUED

PRO FORMA

Salaries, other remuneration and social security contributions

	2013				2012			
	Salaries and remuneration	Of which CEO, board and senior executives	Social security contributions	Of which pension costs	Salaries and remuneration	Of which CEO, board and senior executives	Social security contributions	Of which pension costs
Parent Company	1 206	1 206	817	300	216	216	158	66
Subsidiaries	30 788	-	3 255	1 048	27 625	2 289	2 773	460
TOTAL GROUP	31 994	1 206	4 072	1 348	27 841	2 505	2 930	5 26

Remunerations and other benefits to management and the Board of Directors

	2013				2012			
	Salaries and remuneration	Consulting fees	Pension costs	Total	Salaries and remuneration	Consulting fees	Pension costs	Total
Tommy Trollborg, Chairman	323	480	-	803	174	701	-	875
Henrik Bergquist	75	1 710	-	1 785	-	3 452	-	3 452
Hans Fajerson	248	-	-	248	174	-	-	174
Fredrik Sidfalk	248	1 710	-	1 958	-	3 452	-	3 452
Other board fees, foreign subsidiaries	854	3 171	-	4 025	396	1 666	-	2 062
TOTAL BOARD FEES	1 748	7 071	-	8 919	744	9 271	-	10 015
Mikael Pawlo	457	2 543	134	3 134	2 289	831	66	3 120
Marjatta Skogh	868	-	166	1 034	311	-	66	377
TOTAL	3 073	9 614	300	12 987	3 344	10 102	66	13 512

IFRS

Salaries, other remuneration and social security contributions

	2013				2012			
	Salaries and remuneration	Of which CEO, board and senior executives	Social security contributions	Of which pension costs	Salaries and remuneration	Of which CEO, board and senior executives	Social security contributions	Of which pension costs
Parent Company	1 206	1 206	817	300	216	216	158	66
Subsidiaries	23 185	-	2 849	1 048	3 622	-	1 570	420
TOTAL GROUP	24 392	1 206	3 666	1 348	3 839	216	1 728	487

Remunerations and other benefits to management and the Board of Directors

	2013				2012			
	Salaries and remuneration	Consulting fees	Pension costs	Total	Salaries and remuneration	Consulting fees	Pension costs	Total
Tommy Trollborg, Chairman	265	480	-	745	-	366	-	366
Henrik Bergquist	75	1 263	-	1 338	-	338	-	338
Hans Fajerson	190	-	-	190	-	-	-	-
Fredrik Sidfalk	190	1 263	-	1 453	-	338	-	338
Other board fees, foreign subsidiaries	570	2 114	-	2 684	-	-	-	-
TOTAL BOARD FEES	1 290	5 120	-	6 410	-	1 042	-	1 042
Mikael Pawlo	457	1 689	134	2 280	-	-	-	-
Marjatta Skogh	868	-	166	1 034	311	-	66	377
TOTAL	2 615	6 809	300	9 724	311	1 042	66	1 419

NOTES TO THE ABOVE TABLE:

Basic salary/fees refers to salary and other benefits including company car. Consultancy fees refer to purchases of services where specific competence is required.

The Group has only defined contribution pension plans. Pension costs refer to the costs that have affected net income for the year.

The senior executives are presented on page 47.

The Group has not paid out any share-based payments.

DECISION-MAKING AND PREPARATION PROCESS

The Chairman and members of the Board are paid fees in accordance with the resolution of the Annual General Meeting. No remuneration is paid for committee work in the Parent company. The Audit Committee elected by Green Gaming Group Plc, Malta, has been remunerated by SEK 1.3 million (pro forma), SEK 0.9 million (IFRS).

BONUSES

No bonuses has been paid to management or the Board of Directors.

PENSIONS

The retirement age for the CEO is 65. The pension agreement specifies that pension premiums are based on pensionable salary, which means basic salary, variable salary and benefits.

SEVERANCE PAY

Upon termination on the initiative of Mr Green & Co, the CEO is entitled to a period of notice corresponding to six months. Upon termination on the initiative of the individual, the period of notice is six months.

For other senior executive, the mutual period of notice is one month.

NOTE 10 FINANCIAL ITEMS

PRO FORMA

	Group	
	2013	2012
Interest income	103	38
Financial income	103	38
Interest expenses	1 836	190
Financial expenses	1 836	190
TOTAL NET FINANCIAL ITEMS	-1 733	-152

IFRS

	Group	
	2013	2012
Interest income	69	14
Financial income	69	14
Interest expenses	1 816	0
Financial expenses	1 816	0
TOTAL NET FINANCIAL ITEMS	-1 747	14

	Parent company	
	2013	2012
Dividends from subsidiaries	61 950	-
Group contributions from Swedish subsidiaries	-	-
Total income from participations in Group companies	61 950	-
Interest expenses, internal	-633	-
Interest expenses, external	-1 514	-
Total interest expenses and similar profit/loss items	-2 147	-
TOTAL FINANCIAL ITEMS	59 803	-

NOTE 11 TAX

PRO FORMA

Tax reported in income statements

	Group		Parent company	
	2013	2012	2013	2012
DISTRIBUTION BETWEEN CURRENT AND DEFERRED TAX				
Current tax	6 252	1 545	-	3
Deferred tax	-2 439	1 826	-	-
TOTAL	3 813	3 371	-	3

Reported tax is distributed as follows:

	Group		Parent company	
	2013	2012	2013	2012
CURRENT TAX				
Sweden	1 387	62	-	3
Outside Sweden	4 865	1 483	-	-
TOTAL CURRENT TAX	6 252	1 545	-	3
DEFERRED TAX				
Sweden	-4 747	-	-	-
Outside Sweden	2 308	1 826	-	-
TOTAL DEFERRED TAX	-2 439	1 826	-	-

Difference between actual tax and tax based on applicable tax rate

Reported income before tax	63 111	33 668	49 798	-15
Tax according to current tax rate (2013: 22%, 2012: 26,3%)	13 885	8 855	10 956	-4
Difference in tax in foreign operations	-15 106	-7 351	-	-
Tax effect CFC taxation	1 297	-	-	-
Tax effect of non-deductible items	6 176	41	2 673	7
Tax effect of non-taxable items	-	-	-13 629	-
REPORTED TAX	6 252	1 545	-	3

Specification of deferred tax

Changes in tax on temporary differences	2 308	1 826	-	-
Other	-4 747	-	-	-
	-2 439	1 826	-	-

IFRS

Tax reported in income statements

	Group		Parent company	
	2013	2012	2013	2012
DISTRIBUTION BETWEEN CURRENT AND DEFERRED TAX				
Current tax	4 039	62	-	3
Deferred tax	-2 439	-	-	-
TOTAL	1 600	62	-	3

Reported tax is distributed as follows

	Group		Parent company	
	2013	2012	2013	2012
CURRENT TAX				
Sweden	1 387	62	-	3
Outside Sweden	2 652	-	-	-
TOTAL CURRENT TAX	4 039	62	-	3
DEFERRED TAX				
Sweden	-4 747	-	-	-
Outside Sweden	2 308	-	-	-
TOTAL DEFERRED TAX	-2 439	-	-	-

Difference between actual tax and tax based on applicable tax rate

Reported income before tax	35 843	111	49 798	-15
Tax according to current tax rate (2013: 22%, 2012: 26,3%)	7 886	29	10 956	-4
Difference in tax in foreign operations	-11 320	-	-	-
Tax effect CFC taxation	1 297	-	-	-
Tax effect of non-deductible items	6 176	33	2 673	7
Tax effect of non-taxable items	-	-	-13 629	-
REPORTED TAX	4 039	62	-	3

SPECIFICATION OF DEFERRED TAX

Changes in tax on temporary differences	2 308	-	-	-
Other	-4 747	-	-	-
	-2 439	-	-	-

Tax reported in balance sheets

	Group		Parent company	
	2013	2012	2013	2012
NON-CURRENT LIABILITIES				
Deferred tax on untaxed reserves	105 160	-	-	-
Deferred tax on temporary differences	3 859	-	-	-
TOTAL	109 019	-	-	-
CURRENT LIABILITIES				
Tax liabilities	7 730	62	3	3

NOTE 12 EARNINGS PER SHARE

PRO FORMA

	Group	
	2013	2012
Income after tax attributable to Parent Company shareholders (TSEK)	59 298	30 297
Average number of shares		
Average total number of shares	35 849 413	35 849 413
Earnings per share	1.65	0,85

Please, see Note 2, Definitions, for calculation method.
Average share price 2013: SEK 39,48

IFRS

	Group	
	2013	2012
Income after tax attributable to Parent Company shareholders (TSEK)	34 243	49
Average number of shares		
Average total number of shares	22 589 663	50 000
Earnings per share	1.52	0,98

Please, see Note 2, Definitions, for calculation method.
Average share price 2013: SEK 39,48

NOTE 13 PROPOSED DISTRIBUTION

The Board proposes that the Annual General Meeting, to be held on 24 April 2014, resolve that no share dividend be paid, but that SEK 1.30 per share to be distributed to the shareholders, on the condition that the number of shares remains unchanged up to the record day. This represents a transfer of funds to shareholders of SEK 46.6 million. The amount is in line with Mr Green & Co's dividend policy, which is to pay a dividend and/or execute share buybacks of up to 50 per cent of the Group's free cash flow unless such cash is deemed necessary for the fulfilment of the company's strategy or to secure extra reserves if capital market conditions so demand.

The Board intends to propose to the Annual General Meeting that the distribution to shareholders shall be effected through a share redemption program. The Board's proposal will be presented in full well in advance of the Annual General Meeting.

NOTE 14 INTANGIBLE FIXED ASSETS

PRO FORMA

Group	Customer contracts	Brand	Gaming platform	Goodwill	Total
ACCUMULATED ACQUISITION VALUE					
Opening balance, 1 Jan 2013	39 268	271 638	53 014	445 863	809 783
Assets developed by the Group	-	-	-	-	-
Additions	-	-	36 475	-	36 475
CLOSING BALANCE, 31 DEC 2013	39 268	271 638	89 489	445 863	846 258
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
Opening balance, 1 Jan 2013	-	-	20 491	-	20 491
Amortization for the year	13 089	-	22 072	-	35 161
Acquisitions	-	-	-	-	-
CLOSING BALANCE, 31 DEC 2013	13 089	-	42 563	-	55 652

IFRS

Group	Customer contracts	Brand	Gaming platform	Goodwill	Total
ACCUMULATED ACQUISITION VALUE					
Opening balance, 1 Jan 2013	-	-	-	-	-
Acquisition of GGG	39 268	271 638	64 907	445 863	821 676
Additions	-	-	24 582	-	24 582
CLOSING BALANCE, 31 DEC 2013	39 268	271 638	89 489	445 863	846 258
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
Opening balance, 1 Jan 2013	-	-	-	-	-
Acquisition of GGG	-	-	26 336	-	26 336
Amortization for the year	13 089	-	16 227	-	29 316
CLOSING BALANCE, 31 DEC 2013	13 089	-	42 563	-	55 652
BOOK VALUE					
As per 1 Jan 2013	-	-	-	-	-
As per 31 Dec 2013	26 179	271 638	46 926	445 863	790 606

IMPAIRMENT TESTING OF GOODWILL AND BRAND WITH INDEFINITE USEFUL LIVES

Goodwill and brand reported by the Group derive from the acquisition of Green Gaming Group Plc in 2013, see Note 4.

Since goodwill is monitored at group level, which is also the operating segment level of the group, the impairment test has been performed on that level. Largely independent cash inflows cannot be established for the brand, since those are so closely inter-related with cash inflows of the operations at large. Also, since the brand's value in use cannot be estimated to be close to its fair value less costs of disposal, it has also been tested for impairment at group level. The impairment test has been based on the group's fair value less costs of disposal, which in turn has been based on the quoted price of Mr Green's shares.

The test showed that any need for impairment of goodwill and brand with indefinite useful life did not exist.

NOTE 15 TANGIBLE FIXED ASSETS

Servers, hardware, equipment, vehicles, furniture etc

PRO FORMA

	Group	Parent company
ACCUMULATED ACQUISITION VALUE		
Opening balance, 1 Jan 2012	3 341	-
Addition	4 561	-
Closing balance, 31 Dec 2012	7 902	-
Additions	3 233	101
Liquidation of SRL	- 178	-
Sales/disposals	- 55	-
Exchange rate fluctuation	333	-
Closing balance, 31 Dec 2013	11 235	101

ACCUMULATED DEPRECIATION AND IMPAIRMENT

Opening balance, 1 Jan 2012	1 065	-
Depreciation for the year	1 857	-
Closing balance, 31 Dec 2012	2 922	-
Depreciation for the year	2 167	11
Liquidation of SRL	- 178	-
Sales/disposals	- 25	-
Exchange rate fluctuation	104	-
Closing balance, 31 Dec 2013	4 990	11

IFRS

	Group	Parent company
ACCUMULATED ACQUISITION VALUE		
Opening balance, 1 Jan 2012	-	-
Investments	429	-
Closing balance, 31 Dec 2012	429	-
Additions	2 365	101
Acquisition of GGG	8 341	-
Liquidation of SRL	- 178	-
Sales/disposals	- 55	-
Exchange rate fluctuation	333	-
Closing balance, 31 Dec 2013	11 235	101
ACCUMULATED DEPRECIATION AND IMPAIRMENT		
Opening balance, 1 Jan 2012	-	-
Depreciation for the year	60	-
Closing balance, 31 Dec 2012	60	-

Depreciation for the year	1 453	11
Acquisition of GGG	3 531	-
Liquidation of SRL	- 178	-
Sales/disposals	- 25	-
Exchange rate fluctuation	149	-
Closing balance, 31 Dec 2013	4 990	-
BOOK VALUE		
As per 1 Jan 2012	-	-
As per 31 Dec 2012	369	-
As per 31 Dec 2013	6 245	90

NOTE 16 SEE BOTTOM OF THIS PAGE**NOTE 17 PARTICIPATION IN ASSOCIATED COMPANIES**

PRO FORMA	Registered office	Participating interest, %	Group 2013	Group 2012
Social Holdings Ltd	Malta	41.85	18 855	8
Consolidated book value			18 855	8
Changes in participation in Associated companies			2013	2 012
Opening acquisition value			8	-
Acquisition/capital contribution			18 847	8
CLOSING BOOK VALUE			18 855	8

IFRS	Registered office	Participating interest, %	Group 2013	Group 2012
Social Holdings Ltd	Malta	41.85	18 855	-
Consolidated book value			18 855	-
Changes in participation in Associated companies			2013	2012
Opening acquisition value			-	-
Acquisition of shares in associated company			10 065	-
Acquisition/capital contribution			8 790	-
CLOSING BOOK VALUE			18 855	-

NOTE 16 PARTICIPATIONS IN GROUP COMPANIES

Company	Corporate identity number	Registered office	"Participating interest, %"	Number of shares	Parent company 2013	Parent company 2012
Iacta Marketing AB	556508-4091	Stockholm	100	1 000	143	143
Green Gaming Group Plc	C45567	Malta	100	275 963	709 891	122 000
- Mr Green Limited	C43260	Malta	100	240 000	-	-
- Marketing Strategies Limited	C35105	St Kitts & Nevis	100	5 000	-	-
Mr Green & Co Technology AB	556882-1176	Stockholm	100	500	50	50
TOTAL					710 084	122 193

Changes in participations in Group companies

	2013	2012
Opening acquisition value	122 193	-
Investments	587 891	122 143
Investment share capital in start-ups	-	50
	710 084	122 193

Investment in Green Gaming Group Plc is described in Note 4.

NOTE 18 OTHER RECEIVABLES

The Group and Parent Company have no other non-current receivables that are fixed assets.

Other receivables which are current assets

At year end	Group		Parent company	
	2013	2012	2013	2012
Deposits	103	-	103	-
Tax accounts	22	1	19	1
Value Added Tax	1 458	870	201	-
Other	2 565	1 499	316	826
Total	4 148	2 370	639	827

No significant amounts were due as per the closing date.

NOTE 19 PREPAID EXPENSES AND ACCRUED INCOME

	Group		Parent company	
	2013	2012	2013	2012
Rental fees	1 518	389	-	-
Marketing costs	7 568	-	-	-
Consultants	44	-	-	-
IT costs	1 505	-	-	-
Other prepaid expenses	509	278	167	22
Total	11 144	667	167	22

NOTE 20 CASH AND CASH EQUIVALENTS

The following components comprise the item Cash and Cash equivalents in the balance sheet and cash flow statement:

	Group		Parent company	
	2013	2012	2013	2012
Cash and bank balances	64 189	1 291	54	370
Short-term deposits (bank deposit account)	542	-	-	-
Payment processor balances	46 436	-	-	-
Total	111 167	1 291	54	370

Receivables from payment providers refer to receivables relating to banks and other credit institutions who are credit providers (issuers of credit cards or similar) for Mr Green's customers. The risk of bad debts here refers to the individual players not being able to cover their purchases. Mr Green has not allocated reserves for possible losses on outstanding receivables. Mr Green's assessment, based on historical losses, is that credit losses in outstanding receivables are very limited compared with the Group's income. During the year, written off bad debts relating to credit card sales amounted to SEK 1.2 Million, corresponding to 0.4 per cent of total Group game win.

NOTE 21 EQUITY**Composition of share capital**

Parent Company	2013		2012	
	Number of shares	Share capital (TSEK)	Number of shares	Share capital (TSEK)
The Company has only one class of shares	35 849 413	35 849	50 000	50

Changes in number of shares

	Change	Number of shares
3 Feb 2012		
Formation of the company	50 000	50 000
8 April 2013		
Bonus issue	6 107 335	6 157 335
20 June 2013		
New issue	29 692 078	35 849 413

The quotient value of each share is SEK 1. All shares entitle the holder to the same rights to the Company's assets and profits. Reserves are reported in the summary of changes in equity for the Group.

NOTE 22 OTHER LIABILITIES

	Group		Parent company	
	2013	2012	2013	2012
Personnel tax	945	366	53	30
Social security contributions	723	361	140	40
Liabilities to personnel	159	-	75	-
Value Added Tax	-	146	-	130
Other	2 465	-	-	16
TOTAL	4 292	873	268	216

NOTE 23 ACCRUED EXPENSES AND DEFERRED INCOME

	Group		Parent company	
	2013	2012	2013	2012
Holiday pay liabilities	1 340	890	152	23
Social security contributions	722	562	48	7
Pensions	134	13	134	-
Gaming royalties	11 863	-	-	-
Payment processing fees	632	-	-	-
Jackpot reserve	4 477	-	-	-
Marketing costs	17 389	-	-	-
Audit fee	656	-	250	-
Legal & professional fees	493	-	50	-
Consultancy costs	3 070	-	276	-
Directors' fees	470	-	-	-
Other	1 595	1 429	-	781
TOTAL	42 841	2 894	910	811

NOTE 24 RELATED PARTIES

The company and/or its subsidiaries have had service agreements with several companies, which are controlled by Board members or the CEO. Transactions with related parties are priced at market rates. The total amount for services received by the Group during the year was SEK 7.6 million. The balance outstanding at the end of 2013 was nil. These service agreements terminated at year-end 2013.

Transactions with related parties

Parent Company	2013	2012
PURCHASES OF SERVICES FROM RELATED PARTIES		
Purchases from subsidiaries	-	-
Purchases from other related parties	480	366
SALES OF SERVICES TO RELATED PARTIES		
Sales to subsidiaries	4 280	3 400
FINANCIAL TRANSACTIONS WITH RELATED PARTIES		
Dividend from subsidiaries	61 950	-
Group contribution from Swedish subsidiaries	200	-
Group contribution to Swedish subsidiaries	-200	-
Interest expenses to subsidiaries	-633	-
LIABILITIES TO RELATED PARTIES		
Liabilities to subsidiaries	14 108	-
Liabilities to other related parties	170	-
RECEIVABLES FROM RELATED PARTIES		
Receivables from subsidiaries	62 775	812
Receivables from other related parties	22	-

NOTE 25 FINANCIAL INSTRUMENTS - RISKS AND FAIR VALUES

The Group's activities potentially expose it to a variety of financial risks, including currency risk, interest-rate risk, credit risk, and liquidity risk.

CURRENCY RISK

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than the Group's functional currency (SEK). The main risk relates to EUR transactions.

Financial assets and liabilities denominated in currencies other than SEK amount to SEK 39.0 million and SEK 35.7 million, respectively, at the end of the reporting period. With a 10 percent strengthening (weakening) of the SEK relative to foreign currencies; the financial assets and liabilities would impact equity and profit or loss with a positive SEK 0.3million (negative SEK 0.3 million).

The acquisition of GGG by Mr Green & Co AB entailed the merger of a Group with SEK as its functional currency (MRGCO) with a group with EUR as its functional currency (GGG), where GGG applied currency hedging. The change to a Group with SEK as the functional currency will initially create increased foreign exchange risks and new operational processes will in the future be implemented to reduce any risks from changes in the foreign exchange rates.

INTEREST-RATE RISK

A loan to an associated company and a liability in relation to investment in a new business are recognised at amortised cost. Any changes in the Group's or market interest rates will not affect equity or profit or loss. Market interest-rate fluctuations may affect the fair value of these financial instruments; though, not with material amounts.

CREDIT RISK

Credit risk arises primarily from deposits with banks, and transactions and deposits with payment providers that are blue-chip credit institutions. The Group does not provide credit to customers as part of its normal operations, so the main risks are generated from fraudulent card transactions and charge-backs from banks and payment providers. Internal processes and controls are implemented to reduce the risk of fraudulent card transactions and charge-backs.

LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal or stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Sufficient liquidity is currently generated in the operating activities to cover all needs.

The Group has current liabilities that arose in the ordinary course of business amounting to SEK 93.9 million, of which SEK 88.3 million falls due within three months and the remaining SEK 5.6 million within nine months.

CATEGORIES AND FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Parent Company	Loans and receivables	Unquoted equity instruments at cost	Other financial liabilities
2012			
Investment in shares	-	122 000	-
Trade receivables	1 260	-	-
Other receivables	2 370	-	-
TOTAL FINANCIAL ASSETS	3 630	122 000	-
Trade creditors	-	-	2 029
Other payables	-	-	873
Accruals	-	-	2 894
TOTAL FINANCIAL LIABILITIES	-	-	5 796
2013			
Investments in associated companies	-	18 855	-
Other investments	-	4 381	-
Trade receivables	93	-	-
Other receivables	4 148	-	-
Loan to associated companies	752	-	-
Cash equivalents	46 436	-	-
TOTAL FINANCIAL ASSETS	51 429	23 236	-
Trade creditors	-	-	22 836
Customer balances	-	-	16 868
Other payables	-	-	2 465
Accruals	-	-	40 645
TOTAL FINANCIAL LIABILITIES	-	-	82 814

All carrying amounts for loans and receivables and other financial liabilities are reasonable approximations of their fair values, since the maturities are short.

**NOTE 26 SIGNIFICANT EVENTS
AFTER THE CLOSING DATE**

The following significant events took place after the end of the financial year:

Bo Wänghammar was appointed CEO of Mr Green Ltd.
Marcus Nylén was appointed CEO of DSRPTV Ventures Holding Ltd.

Mr Green Ltd was awarded best online casino operator by the International Gaming Awards, on February 3rd in London.

Mr Green & Co's Extraordinary General Meeting, which was held on March 19th, resolved to issue a maximum of 1 400 000 warrants.

Stockholm, 25 March, 2014



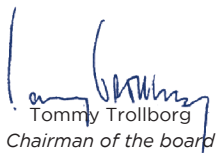
Henrik Bergquist
Board member



Hans Fajerson
Board member



Fredrik Sidfalk
Board member



Tommy Trollborg
Chairman of the board



Mikael Pawlo
CEO

The audit report was submitted on 25 March 2014.



Per Nilsson
Authorized public accountant

AUDIT REPORT

To the annual meeting of the shareholders of Mr Green & Co AB (publ),
corp. id. number 556883-1449

REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

I have audited the annual accounts and consolidated accounts of Mr Green & Co AB (publ) for the 2013 financial year.

Responsibilities of the Board of Directors and the CEO for the annual accounts and consolidated accounts

The Board of Directors and the CEO are responsible for the preparation and fair presentation of these annual accounts in accordance with the Annual Accounts Act and of the consolidated accounts in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act, and for such internal control as the Board of Directors and the CEO determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

My responsibility is to express an opinion on these annual accounts and consolidated accounts based on my audit. I conducted my audit in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. Those standards require that I comply with

ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts and consolidated accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the annual accounts and consolidated accounts 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors and the CEO, as well as evaluating the overall presentation of the annual accounts and consolidated accounts.

I believe that the audit evidence I have obtained is

sufficient and appropriate to provide a basis for my audit opinions.

Opinions

In my opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the Parent Company as of 31 December 2013 and of its financial performance and its cash flows for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2013 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

I therefore recommend that the annual meeting of shareholders adopt the income statement and balance sheet for the Parent Company and the Group.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In addition to my audit of the

annual accounts and consolidated accounts, I have also audited the proposed appropriations of the company's profit or loss and the administration of the Board of Directors and the CEO of Mr Green and Co AB (publ) for the 2013 financial year.

Responsibilities of the Board of Directors and the CEO

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss, and the Board of Directors and the CEO are responsible for administration under the Companies Act.

Auditor's responsibility

My responsibility is to express an opinion with reasonable assurance on the proposed appropriations of the company's profit or loss and on the administration based on my audit. I conducted the audit in accordance with generally accepted auditing standards in Sweden.

As a basis for my opinion on the Board of Directors' proposed appropriations of the company's profit or loss, I examined whether the proposal is in accordance with the Companies Act.

As a basis for my opinion concerning discharge from liability, in addition to my audit of the annual accounts and consolidated accounts, I examined significant decisions, actions taken and circumstances of the company in order to determine whether any member of the Board of Directors or the CEO is liable to the company.

I also examined whether any member of the Board of Directors or the CEO has, in any other way, acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinions.

Opinions

I recommend to the annual meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the CEO be discharged from liability for the financial year.

Stockholm, 25 March 2014



Per Nilsson
Authorized Public
Accountant

BOARD, MANAGEMENT AND AUDITOR

The Board of Directors of Mr Green & Co AB was elected by the Annual General Meeting on 22 March 2013. After the most recent Annual General Meeting, the Board held 15 minutes meetings, of which two were held by telephone and four per capsulam.



TOMMY TROLLBORG

Chairman of the Board since 2012
Born 1939

OTHER DIRECTORSHIPS: Chairman of the Board of Biosensor Applications Sweden AB (publ), Sweden, Magnolia Consulting Sàrl, Switzerland, Provinsor Fastigheter AB (publ), Sweden, Transferator AB (publ), Sweden, Åkers Krutbruk Protection AB, Sweden and Board member of Green Gaming Group Plc, Malta, Mr Green Ltd, Malta, Promobilia Cursum SA, Luxembourg, Promobilia Foundation, Sweden and Promobilia Quantum AG, Switzerland.

RELEVANT BACKGROUND: Mr Trollborg graduated from the Stockholm School of Economics in 1963, with a BSc in Business and Economics. During 1969-1989, he was active as a chartered accountant, CEO and main partner in Wahlbergs Revisionsbyrå, Stockholm. Based in Randogne, Switzerland, Mr Trollborg has been active in a number of national and international Boards since 1989. In addition to his Board positions, Mr Trollborg is an active consultant in the area of finance, M&A and Management & Board issues through his consultancy company Magnolia Consulting Sàrl. Mr Trollborg is the Chairman of the Audit Committee in Green Gaming Group Plc.

SHAREHOLDING: 1 013 090 shares.



HENRIK BERGQUIST

Board member since 2013
Born 1973

OTHER DIRECTORSHIPS: Deputy Board member of Drömgården - DreamFarm International AB and Board member of Nils-Henrik Investment AB.

RELEVANT BACKGROUND: Henrik Bergquist holds a BSc in Electronics and BSc in Graphical Technologies from the Royal Institute of Technology in Stockholm. His Internet career started in 1995 when he co-founded his first Internet consultancy company. From 1996, Henrik worked at Ericsson for three years, where he started project-managing applied research at Ericsson Research Internet Division, and then continued as Project Manager for Internet-related products. In 1999, he co-founded deo.com, a pan-European digital music company, where he served as Chief Technical Officer until 2001. At an early stage of deo.com's development, the business was sold to a publicly traded record company. In 2001, Mr Bergquist co-founded Betsson, one of Europe's leading gambling companies, where he served as

BOARD OF DIRECTORS

both Technical Director and Product Director with overall responsibility for the website and product. Together with Mr Pawlo and Mr Sidfalk, he co-founded Mr Green in 2007. In 2011 he co-founded yet another company within the gaming industry; Social Thrills AB.

SHAREHOLDING: 6 738 180 shares (including holdings via companies).



HANS FAJERSON

Board member since 2013
Born 1965

OTHER DIRECTORSHIPS: Board member of Admetos AB and Green Gaming Group Plc.

RELEVANT BACKGROUND: Mr Fajerson graduated from Colby College, Waterville, Maine, USA with a BA in Philosophy and also holds a BA in Mathematics. He is a recipient of the John Alden Clark Prize in philosophy. Mr Fajerson is a private equity investor and a private real estate investor. He served as a director of several London-based property companies until 1999. Mr Fajerson has also been a member of the Institute of Directors. In the early 1990s, Mr Fajerson was the Director of Budapest-based Frohburg Union Finance and Commerce Rt, with interests in real estate, insurance and banking in Hungary. Mr Fajerson is a member of the Audit Committee in GGG.

SHAREHOLDING: 7 423 204 shares (including holdings via companies).



FREDRIK SIDFALK

Board member since 2013
Born 1974

OTHER DIRECTORSHIPS: Board member of Drömgården – DreamFarm International AB, Green Gaming Group Plc, Revolutionary Investment Group in Solna AB.

RELEVANT BACKGROUND: Mr Sidfalk holds a DIHM in Marketing and Economics from IHM Business School. He started his Internet career by setting up his own Internet consulting firm in 1994. In 1997 he co-founded one of the first high-profile Internet companies in the Nordic region called Boxman, an e-commerce company selling films on DVD and CD. Two years later he started deo.com, a pan-European digital music company. In an early stage of deo.com's development the business was sold to a publicly quoted record company. In early 2001 he co-founded Betsson, one of Europe's leading gambling companies. He further served as Marketing Director and deputy Managing Director until he resigned during Q4 2006. In 2007 he co-founded Mr Green. In 2011 he co-founded yet another company within the gaming industry; Social Thrills AB.

SHAREHOLDING: 4 421 677 shares (including holdings via companies).



MIKAEL PAWLO

CEO

Born 1973

Employed in the Group since 2008

SENIOR EXECUTIVES

OTHER DIRECTORSHIPS: Chairman of the Board of Happy Pancake AB, SMSGroup i Stockholm Holding AB and SMSGrupp Africa AB. Board member of 6502 Processor AB, FundedByMe AB, X5 Music Group and Djurgården Fotboll.

RELEVANT BACKGROUND: Mikael Pawlo has a solid Internet and open-source background. He was one of the founders of BitoS (the Swedish Association for Content and Service Providers in the Online Market) and co-founded the IT consultancy Municel in 1999, which was later acquired by TietoEnator in 2001. He was one of the founding editors of Internetworld at IDG Sweden. Before joining Mr Green in 2008, he was also a partner in the public relations and corporate communications firm Hedberg & Co.

SHAREHOLDING: 1 809 800 shares (including holdings via companies).



MARJATTA SKOGH

CFO

Born 1948

Employed in the Group since 2012.

OTHER DIRECTORSHIPS: Board member of Mr Green & Co Technology AB and Iacta Marketing AB.

RELEVANT BACKGROUND: Ms Skogh graduated from the University of Stockholm in 1984 with a BSc in Economics and Business Administration. Ms Skogh has worked as CFO in a finance company in Sweden and a real estate company in Hungary. Before joining Mr Green & Co AB in 2012, she worked as the Financial Manager at Trio AB (publ), where she was involved in the listing of the company on the Stockholm Stock Exchange (today NASDAQ OMX Stockholm) in 1996, and participated in several M&As and company restructures. Ms Skogh has also been elected as a member of the Board or deputy in several companies in the Trio Group. Ms Skogh is a member of the Audit Committee in GGG.

SHAREHOLDING: 33 072 shares.

AUDITOR



BAKER TILLY STINT AB

PER NILSSON

Authorised public accountant since 1989 and a member of FAR.

Per Nilsson has been an Authorised Public Accountant since 1989 and his other assignments include Taxi Stockholm 150000 and Transferator AB (publ).

ANNUAL GENERAL MEETING AND OTHER INFORMATION

ANNUAL GENERAL MEETING

The Annual General Meeting of shareholders in Mr Green & Co AB (publ) will be held on Thursday, 24 April 2014 at 17.30 pm at the premises Best Western Premium Hotell Kung Carl, Birger Jarlsgatan 21, Stockholm, Sweden.

NOTIFICATION (available on www.mrgco.se)

Shareholders wishing to attend the Annual General Meeting must be included in the shareholder's register maintained by Euroclear Sweden AB as of Wednesday 16 April 2014, and notify the Company of their participation not later than 16 April 2014 at the following address: Mr Green & Co AB, Sibyllegatan 17, SE-114 42 Stockholm, or by e-mail: info@mrgco.se.

In their notification of attendance, shareholders must state their name, personal identification number or corporate registration number, address, telephone number, e-mail address, any assistants and shareholdings. Proxy forms for shareholders wishing to participate in the Meeting via proxy will be available from the Company's website www.mrgco.se. Shareholders represented by proxy are to issue a dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document for the legal entity is to be appended to the notification of attendance. The power of attorney and registration certificate should be sent to the Company at the aforementioned address well in advance of the meeting. The power of attorney may not be more than five years old.

NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered with a bank's custody services department or another nominee must temporarily re-register their shares in their own name with Euroclear Sweden AB to be able participate in the Meeting. Such re-registration must be completed by 16 April 2014, and the nominee

must thus be informed well in advance of this date.

PROPOSED DISTRIBUTION

The Board proposes that the Annual General Meeting approve a transfer of SEK 1.30 per share to the shareholders by way of the issue and repurchase of shares. June 2014 is the proposed time for transfer. Read more about the Company's dividend policy and proposed distribution on page 16, under The Share and Owners.

Complete information about the redemption process will be found on www.mrgco.se.

OTHER INFORMATION

Mr Green intends to publish financial reports as follows.

- The first-quarter report:
9 May 2014
- The six-months report:
15 August 2014
- The third-quarter report:
7 November 2014
- The year-end report for 2014:
20 February 2015



MR GREEN & Co.

EST. 2013

MR GREEN & CO AB (publ)

SIBYLLEGATAN 17 4TR
114 42 STOCKHOLM
SWEDEN

www.mrgco.se