

Motions for resolution presented by the Board of Directors of Mr Green & Co AB concerning automatic redemption procedure entailing (A) amendment of the Articles of Association, (B) split of shares, (C) amendment of the Articles of Association, (D) reduction of share capital for repayment to shareholders through an automatic withdrawal of shares and (E) increase of share capital through bonus issue, etc.

Over the course of 2013, Mr Green & Co AB (publ) ("the Company") reported a high rate of growth both in terms of Game win and EBITDA. For this reason and in line with the Company's dividend policy, the Board of Directors proposes that the Annual General Meeting pass a resolution on a transfer to shareholders through a share-redemption procedure entailing with what is known as a 2:1 share split. Each old share is thus replaced with two new shares, one of which is automatically redeemed for SEK 1.30, whereupon a total of SEK 46,604,236.90 will be distributed to shareholders. Furthermore, the Board of Directors proposes that the Company's share capital be increased by SEK 17,924.706.50 through a bonus issue in order to distribute funds to shareholders in a simple and time-efficient manner. For this reason, the Board of Directors proposes that the Annual General Meeting pass a resolution in accordance with the following proposal.

A Amendment of the Articles of Association

The Company's Articles of Association needs to be adapted for the purpose of implementing the share split in item B below. The Board of Directors thus proposes that the Articles of Association be amended as follows.

Article 4 Share capital

The share capital shall not be less than SEK 30,000,000 and not more than SEK 120,000,000.

Article 5 Number of shares

The number of shares in the Company shall not be less than 30,000,000 and not more than 120,000,000.

B Splitting of shares

The Board of Directors proposes that the share's quotient value be changed through a share split, meaning that every share is divided into two shares, of which one is to be designated a redemption share in Euroclear Sweden AB's system and withdrawn in the manner described under item D below. Euroclear Sweden AB's record date for the completion of the share split shall be 14 May 2014. Following the completed share split, the number of shares in the Company will increase from 35,849,413 to 71,698.826, and each share will have a quotient value for SEK 0.50.

C Amendment of the Articles of Association

The Company's Articles of Association needs to be adapted for the purpose of implementing the reduction of share capital described in item D below. The Board of Directors thus proposes that the Articles of Association be amended as follows.

Article 4 Share capital

The share capital shall not be less than SEK 15,000,000 and not more than SEK 60,000,000.

Article 5 Number of shares

The number of shares in the Company not be less than 15,000,000 and not more than 60,000,000.

D Reduction of share capital for repayment to shareholders through the withdrawal of shares.

The Board of Directors proposes that the Annual General Meeting pass a resolution to reduce the share capital by SEK 17,924,706.50 through a withdrawal of 35,849,413 shares for repayment to shareholders. The shares that are to be withdrawn consist of the shares that, after the share split is implemented as specified above, are designated redemption shares in Euroclear Sweden AB's system.

Payment for each redemption share shall be SEK 1.30, which exceeds the share's quotient value by SEK 0.80. The redemption liquidity thus totals not more than SEK 46,604,236.90. The Board of Directors proposes that trade in redemption shares is to be conducted during the period from and including 16 May 2014 up to and including 2 June 2014. In addition, the Board of Directors proposes that 5 June 2014 shall be the record date for the withdrawal of redemption shares. Payment is expected to be implemented through Euroclear Sweden AB on 11 June 2014.

Upon completion of the reduction, the share capital will total SEK 17,924,706.50, distributed among a total of 35,849,413 shares. Apart from the reduction of share capital, the Company's restricted equity will not be impacted.

The Board's statements pursuant to Chapter 20, Section 8 of the Swedish Companies Act regarding Chapter 20, Section 13 of the Swedish Companies Act are presented in Appendix A and Appendix B, respectively.

The auditor's statement in accordance with Chapter 20, Section 8 and Chapter 20, Section 14 of the Swedish Companies Act is presented in Appendix C.

E Increase of share capital through bonus issue

The Board of Directors further proposes that the Annual General Meeting resolve on a bonus issue to increase of the Company's share capital by SEK 17,924,706.50 to SEK 35,849,413 through a transfer of SEK 17,924,706.50 from the Company's unrestricted equity. No new shares are to be issued in connection with the bonus issue.

Upon completion of the increase in share capital, the total number of shares in the Company will be 35,849,413, each of which will carry a quotient value of SEK 1.00.

The Annual General Meeting's motions in accordance with items A – E above are to be passed together as a single motion. For the Annual General Meeting's resolutions to be valid, the resolution must have the support of not less than two-thirds of both the votes cast and the number of shares represented at the Meeting.

Finally, the Board proposes that the Annual General Meeting pass a resolution to authorise the Company's CEO to make minor adjustments to the motions described in items A – E above that may be necessary in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Stockholm, March 2014
Mr Green & Co AB (publ)



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