



Happytiger ApS

Lauritzens Plads 1, 4.
9000 Aalborg
CVR No. 41473150

Annual report 2022

The Annual General Meeting adopted the
annual report on 05.04.2023

Allan Auning-Hansen

Chairman of the General Meeting

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Entity details

Entity

Happytiger ApS
Lauritzens Plads 1, 4.
9000 Aalborg

Business Registration No.: 41473150
Date of foundation: 30.06.2020
Registered office: Aalborg
Financial year: 01.01.2022 - 31.12.2022

Executive Board

Allan Auning-Hansen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Østre Havnepromenade 26, 4th floor
9000 Aalborg

Statement by Management

The Executive Board has today considered and approved the annual report of Happytiger ApS for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Aalborg, 30.03.2023

Executive Board

Allan Auning-Hansen

Independent auditor's report

To the shareholders of Happytiger ApS

Opinion

We have audited the financial statements of Happytiger ApS for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Aalborg, 30.03.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

René Winther Pedersen

State Authorised Public Accountant
Identification No (MNE) mne34173

Management commentary

Primary activities

Happytiger ApS operates the website Happytiger.co.uk, which offers online casino activities focusing on the casual segment. The company is subject to license requirements as well the UK Gambling Act; and competes in accordance with these

Description of material changes in activities and finances

Happytiger.co.uk was launched in the fourth quarter of 2021. The Group entity Magnet Gaming A/S serves as the groups in-house studio and develops online Casino and Bingo games and deliver platform services to Happytiger.co.uk. During 2022 additional in-house build slotmachines and an update of the popular Bingo Games were launched at Happytiger.co.uk.

Profit/loss for the year in relation to expected developments

Loss for the year is DKK 21.2 million and reflects investments supporting growth in the UK Market. Following the first full year of operation, management has decided to increase investments in 2023 and thus expects a negative impact on the result after tax.

Investments are funded by the company's parent entities.

Income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		(26,180,307)	(9,748,197)
Depreciation, amortisation and impairment losses	1	(214,668)	(196,780)
Operating profit/loss		(26,394,975)	(9,944,977)
Other financial income	2	34,997	9,370
Other financial expenses	3	(824,227)	(75,059)
Profit/loss before tax		(27,184,205)	(10,010,666)
Tax on profit/loss for the year	4	5,980,525	2,201,246
Profit/loss for the year		(21,203,680)	(7,809,420)
Proposed distribution of profit and loss			
Retained earnings		(21,203,680)	(7,809,420)
Proposed distribution of profit and loss		(21,203,680)	(7,809,420)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Acquired intangible assets		232,560	447,228
Intangible assets	5	232,560	447,228
Fixed assets		232,560	447,228
Trade receivables		1,927,527	62,414
Deferred tax		26,092	23,051
Joint taxation contribution receivable		5,977,484	2,178,195
Prepayments		1,889,679	131,319
Receivables		9,820,782	2,394,979
Cash		9,458,968	1,756,937
Current assets		19,279,750	4,151,916
Assets		19,512,310	4,599,144

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		40,000	40,000
Retained earnings		10,325,795	1,529,475
Equity		10,365,795	1,569,475
Prepayments received from customers		343,044	42,401
Trade payables		835,737	110,123
Payables to group enterprises		4,956,559	2,209,609
Other payables	6	3,011,175	667,536
Current liabilities other than provisions		9,146,515	3,029,669
Liabilities other than provisions		9,146,515	3,029,669
Equity and liabilities		19,512,310	4,599,144
Employees	7		
Contingent liabilities	8		
Related parties with controlling interest	9		
Non-arm's length-related party transactions	10		
Group relations	11		

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	40,000	1,529,475	1,569,475
Group contributions etc.	0	30,000,000	30,000,000
Profit/loss for the year	0	(21,203,680)	(21,203,680)
Equity end of year	40,000	10,325,795	10,365,795

Notes

1 Depreciation, amortisation and impairment losses

	2022	2021
	DKK	DKK
Amortisation of intangible assets	214,668	196,780
	214,668	196,780

2 Other financial income

	2022	2021
	DKK	DKK
Financial income from group enterprises	0	3,088
Other interest income	34,997	0
Exchange rate adjustments	0	6,282
	34,997	9,370

3 Other financial expenses

	2022	2021
	DKK	DKK
Financial expenses from group enterprises	348,863	73,039
Other interest expenses	3,783	2,020
Exchange rate adjustments	249,458	0
Other financial expenses	222,123	0
	824,227	75,059

4 Tax on profit/loss for the year

	2022	2021
	DKK	DKK
Change in deferred tax	(3,041)	(23,051)
Refund in joint taxation arrangement	(5,977,484)	(2,178,195)
	(5,980,525)	(2,201,246)

5 Intangible assets

	Acquired intangible assets DKK
Cost beginning of year	644,008
Cost end of year	644,008
Amortisation and impairment losses beginning of year	(196,780)
Amortisation for the year	(214,668)
Amortisation and impairment losses end of year	(411,448)
Carrying amount end of year	232,560

6 Other payables

	2022 DKK	2021 DKK
VAT and duties	1,484,673	538,518
Other costs payable	1,526,502	129,018
	3,011,175	667,536

7 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration from the Company.

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where CEGO Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

9 Related parties with controlling interest

CEGO A/S, Aalborg (parent company)
 CEGO Midco ApS, Aalborg (parent of CEGO A/S)
 CEGO Holding ApS (ultimate parent company)

10 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. The company has received a tax-free group subsidy from the parent company CEGO A/S, of 30,000 tDKK in the financial year.

11 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:
CEGO Holding ApS, Aalborg

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
CEGO A/S, Aalborg

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, cost of sales and external expenses.

Revenue

Revenue from the sale of games is recognised in the income statement, when delivery has been made and risk has passed to the buyer. Revenue is stated as GGR and comprises gross gaming revenue set off against winnings and government taxes.

Cost of sales

Cost of sales comprises expenses incurred to achieve revenue for the year; Including fees, etc to payment service provider, annual gaming fee and expenses for white label takers and license fee.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write downs of receivables recognised in current assets.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Intellectual property rights etc.**

Intellectual property rights etc. comprise acquired intellectual property rights.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Intellectual property rights are amortised on a straight-line basis over their useful lifetime.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write downs for bad and doubtful debts.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.