

ANGLER GAMING PLC

Annual Report and Statutory Financial Statements for the year 1 January to 31 December 2015

Malta Company Registration Number: C 55255

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Board of Directors and other Company Information

Directors

David Michael Gray

Michael Daniel Bennett

Company Secretary

Olga Finkel LL.D.

7A, The Podium,

St. Mark Street,

St. Julians,

Malta - EU

Independent Auditors

Walter Rizzo & Associates

30, Id-Dwejra,

Triq Il-Gejza,

Swieqi,

Malta - EU

Company Number

C55255

Registered Office

Office 1 / 3327,

Level G, Quantum House,

75 Abate Rigord Street,

Ta' Xbiex,

Malta - EU

Legal Advisers

WH Partners

Level 5, Quantum House,

75 Abate Rigord Street,

Ta' Xbiex,

Malta - EU

Report of the Board of Directors

The Directors present their fourth annual report together with the audited financial statements of the consolidated entity, being Angler Gaming plc ("the Company") and its controlled entities ("the Group") covering the year from 1 January 2015 up to 31 December 2015.

Principal activities

The Company's principal activities are to invest and to hold shares, participations, investments, interests and debentures in related undertakings and to own manage and administer property of any kind belonging to it.

Review of the business

The Company, as parent company, is listed on the AktieTorget Stock Exchange, Danderydsgatan 10, 114 26 Stockholm, Sweden ("AktieTorget").

The Company has three subsidiary undertaking companies, namely, Starfish Media N.V. ("Starfish"), Starpay Limited ("Starpay") and Delta Services Limited ("Delta") which was incorporated in 2015. Starfish holds a Curaçao gaming licence authorising it to provide internet gaming, services and products. Starfish is licensed by a sub-licence from Curaçao eGaming, a company registered in Curaçao holder of Master Gaming License #1668/JAZ, to provide online gambling services. The company has an agreement with Curaçao eGaming outlining the sublicensing which in turn is regulated by the licensing authority in Curaçao. The Sole Director of Starfish is responsible for, and ensures, the compliance of the Group with the requirements of the licensing authority in Curaçao and other related laws and regulations.

Starfish has its own subsidiary company, Starpay which is a Maltese registered company, registration number C56562, that primarily carries out the business of processing of payments through gateways for and on behalf of its parent company, Starfish.

In the year under review, Group incurred a loss after taxation of EUR 322,899 (2014: EUR 1,091,011). On 31 December 2015 the total assets of the Group were EUR 2,203,888 (2014: EUR 1,127,341) and the net assets were EUR 1,201,396 (2014: EUR 792,301).

Attention is being drawn that on 20 November 2015, a high roller player of Starfish won the sum of EUR 569,000. Starfish was able to cover this big win without any additional funding requirements and, in addition, subsequently reviewed its games offering and implemented restrictions on high stake games to reduce the risk of such big payouts, given the size of the company.

Report of the Board of Directors (continued)

Review of the business (continued)

The financial position, development and performance of the Company and the Group as presented in these financial statements show that 2015 has seen a significant improvement in the figures. The revenues in 2015 increased four-fold over 2014 reaching EUR 4,068,105 (2014: EUR 1,005,832) and resulting in a marked improvement in gross profit which improved significantly to EUR 1,113,917 (2014: EUR 320,852) in absolute terms. Prior year classifications have been updated with the existing definition of *Revenue* and *Cost of Services Sold* for easier comparison. Several factors contributed to the increased growth and revenue but the principal one was the new business-to-business ("B2B") partners choosing Starfish and the Starfish business model for their operations, as well as acquisition in 2014 of a former B2B site (with 8,208,963 shares), which made a positive impact on results, increased the customer base and strengthened the product offering.

Future Developments

The Board of Directors main objective remains continuing to expand the business model, strategy and tactics. The Board has evaluated this current growth against recent registered performance and concluded that it is proving to be effective.

At the same time, the Group will continue growing its B2C business and will continue to invest in the widening of its product offering and enhancement of its customer experience in key markets, as well as looking for opportunities for growth in new geographical markets where responsible gaming is promoted, regulatory and taxation regimes are fair, and reasonable returns are available.

It is also the Board of Directors' intention to develop the Group through realignment of the business to provide a more efficient and cost effective structure. The Board of Directors believes that the measures that are being put in place will stem the losses and should provide a platform for the Group to achieve profitability and the Board expects sustained growth in the foreseeable future.

Results and Dividend

The consolidated and parent results for the year are set out on page 11. The Board of Directors does not recommend the payment of a dividend. No dividend is being recommended as the company did not have any distributable reserves at the end of the reporting period.

Report of the Board of Directors (continued)

Share Capital

Share capital information of the Group and the Company is disclosed in Note 17 to the financial statements. Each share gives the right to one vote and shares shall rank pari passu for all intents and purposes of the law.

	Number of Ordinary Shares	Total Shares EUR
Authorised		
Ordinary shares of EUR 0.01 each, as at 31 December 2013	42,214,957	422,150
8 April 2014 increase in Ordinary shares of EUR 0.01 each	22,283,613	222,836
23 September 2014 increase in Ordinary shares of EUR 0.01 each	12,000,000	120,000
Ordinary shares of EUR 0.01 each, as at 31 December 2014 and 31 December 2015	76,498,570	764,986
Issued and fully paid up		
Ordinary shares of EUR 0.01 each, as at 31 December 2013	42,214,957	422,150
Issued and fully paid up		
on 21 May 2014	13,539,982	135,399
on 6 June 2014	531,670	5,317
on 9 September 2014	1,176,135	11,761
on 15 December 2014	8,208,963	82,090
Ordinary shares of EUR 0.01 each, as at 31 December 2014	65,671,707	656,717
Issued and fully paid up		
on 28 January 2015	6,160,648	61,606
on 12 June 2015	692,640	6,926
on 1 December 2015 – share options exercised	225,000	2,250
Ordinary shares of EUR 0.01 each, as at 31 December 2015	72,749,995	727,499

Report of the Board of Directors (continued)

Memorandum and Articles of Association

There were no changes to the Memorandum and Articles of Association of the Company during the year 2015. During the year 2014, changes to the Memorandum of Association of the Company were made on two occasions, namely on 8 April 2014 and on 23 September 2014. Both cases involved the issue of shares as is disclosed in Notes 17 and 18 to the financial statements.

The rules governing the appointment or election of directors are contained in Articles 51 to 56 of the Group's Article of Association. An extraordinary resolution approved by the shareholders in the general meeting is required to amend the Articles of Association.

The powers of Directors are outlined in Articles 69 to 74 of the Company's Articles of Association.

Board of Directors

The Board of Directors of the Company who held office throughout the year were:

David Michael Gray	Chairman – Director
Michael Daniel Bennett	Chief Executive Officer – Director

The Articles of Association require Directors to retire after one year in office, but they are eligible for re-appointment.

Directors' interests in shares

The beneficial interests of each of the directors in the ordinary share capital of the company are shown below:

	Number of issued ordinary shares of EUR 0.01 each
David Michael Gray (Chairman – Director)	75,000
Michael Daniel Bennett (Chief Executive Officer – Director)	150,000

According to the register of directors' shareholdings, the directors holding office at the end of the financial year had interests in the options to subscribe for ordinary shares of the company granted pursuant to the Share Option Scheme as set out below:

	Number of unissued ordinary shares of EUR 0.01 each under options held by director
David Michael Gray (Chairman – Director)	150,000
Michael Daniel Bennett (Chief Executive Officer – Director)	300,000

In each case, the options are exercisable in three equal tranches, first tranche was exercised in 2015, second tranche is exercisable during 2016, and third tranche's exercise period ends in November 2017.

Directors' interests in contracts

No director had a material interest in any contract, other than an employment contract, that was significant in relation to the group's business at any time during the period.

Report of the Board of Directors (continued)

Share Option Scheme

In line with the authorisation of the shareholders granted at an extraordinary general meeting held on 23 September 2014, the company put in place the share option scheme and offered share options to those persons engaged with Angler Gaming plc ('the Company') and its controlled entities ('the Group') who make valuable contributions to the business of the Group. Each share option entitles the option holder to receive, upon exercise of the option, one ordinary share in the company of EUR 0.01 each at the pre-determined strike price. The maximum number of shares that can be issued under the share option scheme is 1,410,000 ordinary shares of Eur0.01 each and all options have been allocated.

The share options offered as follows:

	Number of share options
David Michael Gray (Chairman – Director)	225,000
Michael Daniel Bennett (Chief Executive Officer – Director)	450,000

In each case, the options are exercisable in three equal tranches, first tranche was exercised in 2015, second tranche is exercisable during 2016, and third tranche's exercise period ends in November 2017.

	Number of share options
Head of Operations	300,000
Legal Counsel	300,000
Head of Marketing	90,000
Head of Technology	45,000

In each case, the options are exercisable in three equal tranches, first tranche's exercise period starts in January 2016, second tranche is exercisable during 2017, and the exercise period of the third tranche ends in March 2018.

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche, 1.59SEK for the second tranche and 1.84SEK for the third tranche.

Going Concern

At the time of approving the financial statements, the Board of Directors determined that there is reasonable expectation that the Group and the Company has adequate resources to continue operating for the foreseeable future. In considering going concern and liquidity risk, the directors have reviewed the Group's future cash requirements and earnings prospects and have also considered the impact of a range of potential changes to trading performance. For this reason, the Directors have adopted the going concern basis in preparing the financial statements.

Report of the Board of Directors (continued)

Events after the Reporting Period

Share Options allotted in March 2016

	Number of issued ordinary shares of EUR 0.01 each
Head of Operations	100,000
Legal Counsel	100,000
Head of Marketing	30,000
Head of Technology	15,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche.

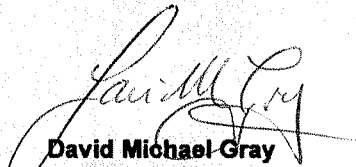
Other events

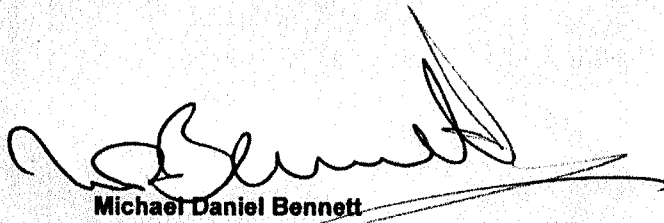
There were no other particular important events or transactions affecting the Company that have occurred since the end of the accounting period, which, though properly excluded from the financial statements, are of such importance that they should have been disclosed in the notes to the financial statements.

Auditors

Walter Rizzo & Associates have expressed their willingness to continue in office and a resolution for their appointment will be proposed at the Annual General Meeting.

On behalf of the Board


David Michael Gray
Chairman - Director


Michael Daniel Bennett
Chief Executive Officer – Director

Registered office:

Office 1 / 3327, Level G, Quantum House, 75 Abate Rigord Street, Ta' Xbiex, Malta - EU

Date: 11 April 2016

Statement of Directors' Responsibilities

Angler Gaming plc has to abide by the Companies Act, 1995 (CAP 386 of the Laws of Malta) and the rules associated with a listing on AktieTorget. The Group/Company will also operate in compliance with the rules and regulations listed in the Articles of Association. These are available on the Company's website.

The directors are required by the Companies Act, 1995 to prepare financial statements which give a true and fair view of the state of affairs of the group and the parent at the end of each financial period and of its profit or loss for that period.

In preparing the financial statements, the directors are responsible for:

- Ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the European Union;
- Selecting and applying appropriate accounting policies;
- Making accounting estimates that are reasonable in the circumstances;
- Ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Group/Company will continue in business as a going concern.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and the parent and to enable them to ensure that the financial statements comply with the Companies Act. The directors are also responsible for ensuring that an appropriate system of internal control is in operation to provide them with assurance that the assets of the group and the parent are being properly safeguarded and that fraud and other irregularities will be prevented or detected.

The financial statements of Angler Gaming plc for the year ended 31 December 2015 are included in the Annual Report and Statutory Financial Statements, which is published in hard copy printed form and available on the Company's website. The directors are responsible for the maintenance and integrity of the Annual Report on the website in view of their responsibility for the controls over, and the security of, the website. Access to information published on the Company's website is available in other countries and jurisdictions, where legislation governing the preparation and dissemination of financial statements may differ from requirements or practice in Malta.

Independent Auditors' Report to the Members of Angler Gaming plc.

We have audited the consolidated and stand-alone parent company financial statements of Angler Gaming plc (together the "financial statements"), which comprise the consolidated and parent company statements of financial position as at 31 December 2015, and the consolidated and parent company statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Financial Statements

As explained more comprehensively in the statement of directors' responsibilities for the financial statements on page 8, the directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and the requirements of the Maltese Companies Act, 1995, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the financial statements:

- give a true and fair view of the financial position of the group and the parent company as at 31 December 2015, and of their financial performance and their cash flows for the year then ended in accordance with IFRSs as adopted by the EU; and
- have been properly prepared in accordance with the requirements of the Maltese Companies Act, 1995.

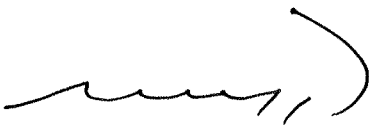
Independent Auditors' Report to the Members of Angler Gaming plc (continued)

Report on Other Legal and Regulatory Requirements

We also have responsibilities under the Maltese Companies Act, 1995 to report to you if, in our opinion:

- The information given in the directors' report is not consistent with the financial statements.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.
- We have not received all the information and explanations we require for our audit.
- Certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

We have nothing to report to you in respect of these responsibilities.



This copy of the audit report has been signed by
Walter Rizzo (Partner) for and on behalf of
WALTER RIZZO & ASSOCIATES
Certified Public Accountants

30, Id-Dwejra,
Triq il-Gejza,
Swieqi,
Malta - EU

Date: 11 April 2016

**Consolidated Statement of Comprehensive Income
for the year ended 31 December 2015**

	Note	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Revenue	6	4,068,105	-	1,005,832	-
Direct costs		(2,954,188)	-	(684,980)	-
Gross profit		1,113,917	-	320,852	-
Direct wages costs	7	(242,843)	-	(473,609)	-
Administrative expenses		(586,578)	(222,090)	(447,728)	(264,332)
CSTA management expenses		(115,512)	-	-	-
Marketing and sales expenses		(232,385)	(30,068)	(273,131)	(90,111)
Depreciation		(157,774)	(328)	(166,135)	(328)
Operating loss	8	(221,175)	(252,486)	(1,039,751)	(354,771)
Finance costs	9	(102,068)	(10,248)	(51,809)	(35,121)
Finance income	9	344	266	549	290
Loss before taxation		(322,899)	(262,468)	(1,091,011)	(389,602)
Taxation	10	-	-	-	-
Loss and total comprehensive income for the financial year		(322,899)	(262,468)	(1,091,011)	(389,602)
Basic and diluted earnings per share	11	(0.0045)	(0.0037)	(0.0212)	(0.0076)

The accounting policies and explanatory notes on pages 15 to 36 are an integral part of these financial statements.


ANGLER GAMING PLC

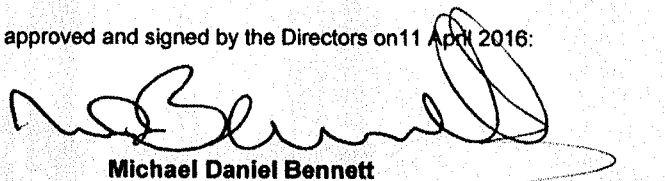
Annual Report and Statutory Financial Statements for the year 1 January to 31 December 2015

**Consolidated Statement of Financial Position
at 31 December 2015**

	Note	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Assets					
Non-current assets					
Investments in subsidiaries	12	-	1,997	-	797
Intangible assets	13	348,310	-	480,232	-
Property, plant and equipment	14	1,139	1,139	26,991	1,467
Total non-current assets		349,449	3,136	507,223	2,264
Current assets					
Trade and other receivables	15	1,045,351	3,011,368	431,090	2,721,366
Cash and cash equivalents	16	809,088	272,936	189,028	88,686
Total current assets		1,854,439	3,284,304	620,118	2,810,052
Total assets		2,203,888	3,287,440	1,127,341	2,812,316
Equity and liabilities					
Capital and reserves					
Paid up Capital	17	727,499	727,499	656,717	656,717
Share premium	18	1,608,645	1,608,645	947,433	947,433
Non-refundable shareholder contribution	19	2,680,030	2,080,030	2,680,030	2,080,030
Retained earnings		(3,814,778)	(1,142,799)	(3,491,879)	(880,331)
		1,201,396	3,273,375	792,301	2,803,849
Current liabilities					
Trade and other payables	20	1,002,492	14,065	335,040	8,467
Taxation		-	-	-	-
Total liabilities		1,002,492	14,065	335,040	8,467
Total equity and liabilities		2,203,888	3,287,440	1,127,341	2,812,316

The financial statements on pages 11 to 36 were approved and signed by the Directors on 11 April 2016:


David Michael Gray
Chairman - Director


Michael Daniel Bennett
Chief Executive Officer - Director

The accounting policies and explanatory notes on pages 15 to 36 are an integral part of these financial statements.

**Consolidated Statement of changes in equity
for the year ended 31 December 2015**

	Share capital EUR	Retained earnings EUR	Share premium EUR	Group Total EUR
Balance at 1 January 2014	422,150	(2,400,868)	-	(1,978,718)
Cash Issue for shares	234,567	-	1,112,415	1,346,982
Write off of the expenses of, and the commission paid on, issue of shares	-	-	(164,982)	(164,982)
Loss and total comprehensive income for the financial period	-	(1,091,011)	-	(1,091,011)
Balance at 31 December 2014	656,717	(3,491,879)	947,433	(1,887,729)
Balance at 1 January 2015	656,717	(3,491,879)	947,433	(1,887,729)
Cash Issue for shares	68,532	-	667,926	736,458
Issue for shares – options exercised	2,250	-	29,250	31,500
Write off of the expenses of, and the commission paid on, issue of shares	-	-	(35,964)	(35,964)
Loss and total comprehensive income for the financial year	-	(322,899)	-	(322,899)
Balance at 31 December 2015	727,499	(3,814,778)	1,608,645	(1,478,634)

The accounting policies and explanatory notes on pages 15 to 36 are an integral part of these financial statements.

**Statement of Cash Flows
for the year ended 31 December 2015**

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Cash flows from operating activities				
Loss before taxation	(322,899)	(262,468)	(1,091,011)	(389,602)
Reconciliation to cash generated from/(used in) operations:				
Depreciation	157,774	328	166,135	328
Taxation	-	-	-	-
Operating loss before working capital changes	(165,125)	(262,140)	(924,876)	(389,274)
Movement in trade debtors	98,641	-	(371,981)	-
Movement in other debtors	(712,902)	(7,758)	27,036	(60)
Movement in trade creditors	540,298	-	238,780	5
Movement in other creditors	127,154	5,598	(83)	114
Net cash generated from/(used in) operating activities	(111,934)	(264,300)	(1,031,124)	(389,215)
Cash flows from investing activities				
Cash Issue for shares	731,994	731,994	1,182,000	1,182,000
Intangible fixed assets	-	-	(82,090)	-
Investment in subsidiary	-	(1,200)	-	-
Tangible fixed assets	-	-	(932)	(932)
Net cash (absorbed by)/generated from investing activities	731,994	730,794	1,098,978	1,181,068
Cash flows from financing activities				
Short term loan	-	-	(150,000)	(150,000)
Intra-group finance	-	(282,244)	-	(788,838)
Net cash generated from financing activities	-	(282,244)	150,000	(938,838)
Net movement in cash and cash equivalents in the year	620,060	184,250	(82,146)	(146,985)
Cash and cash equivalents at beginning of year	189,028	88,686	271,174	235,671
Cash and cash equivalents at end of year (Note 16)	809,088	272,936	189,028	88,686

The accounting policies and explanatory notes on pages 15 to 36 are an integral part of these financial statements.

Notes to the financial statements

1 General information

Country of incorporation

Angler Gaming plc was incorporated in Malta on 8 February 2012 as a public limited liability company in accordance with the provisions of the Companies Law of Malta, 1995. The registered office of the company is Office 1 / 3327, Level G, Quantum House, 75 Abate Rigord Street, Ta' Xbiex, Malta - EU. These consolidated and stand-alone parent company financial statements were approved for issue by the Board of Directors on 11 April 2016.

Parent Company and its subsidiaries

The Company, as parent company, and all of its subsidiary undertakings, is listed on:

*AktieTorget Stock Exchange, Danderydsgatan 10, 114 26 Stockholm, Sweden
(stock symbol: ANGL).*

At the end of the reporting period the Companies forming part of Angler Gaming plc group, being herein consolidated, were:

Name	Shareholding
Starfish Media N.V.	100%
StarPay Limited	100%
Delta Services Limited	100%

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

Basis of preparation and statement of compliance

The financial statements are prepared under the historical cost convention and are in accordance with:-

- International Financial Reporting Standards (IFRSs) as adopted by the EU;
- Companies Act, 1995 (CAP 386 of the Laws of Malta) and
- the requirements of the AktieTorget Connection Agreement.

Changes in accounting policies and disclosures

These financial statements have been drawn up in accordance with IFRSs as adopted by the EU. The change from IFRSs issued by the International Accounting Standards Board to IFRSs as adopted by the EU did not result in any changes to the company's accounting policies.

The company adopted the relevant IFRS and IFRIC interpretations as of the date of incorporation.

The company reclassified certain prior-year comparatives to conform to the current-year's presentation.

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Basis of consolidation

(i) Subsidiaries

The Group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 31 December 2015. Subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Group obtains and exercises control through more than half of the voting rights.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. All subsidiaries have a reporting date of 31 December.

(ii) Transactions eliminated on consolidation

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Revenue recognition

Revenues earned by the Group are recognised on the following bases:

(i) Casino Revenue

Casino gaming revenue represents: bet - win - jackpot contribution - bonus cost - loyalty points - manual adjustments user balances. Cost of sales includes: Payment processing fees to payment suppliers, affiliate expenses, Gaming License fees for products, software licence fees and affiliate costs. Prior year classifications have been updated with this definition of Revenue and Cost of Services Sold for easier comparison. Certain prior year comparatives have been reclassified to conform to the current year's presentation.

(ii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'euro currency' (€), which is the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Property, plant and equipment

Property, plant and equipment comprise mainly computer equipment. This is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

The Company and the Group do not have title to other property, plant and equipment.

Intangible assets – computer software

Costs associated with maintaining computer software programs are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Depreciation

Depreciation is calculated to write off the cost of fixed assets on a straight line basis over the expected useful lives of the assets concerned having regard to their residual value. The annual rates used for this purpose, which are applied consistently, are:

	Useful life	%
Computer equipment	36 months	33.33
Office furniture	120 months	10.00

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Intangible assets amortisation

Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life as follows:

	Useful life	%
Software	72 months	16.67

Employee benefits

Contributions towards the state pension are made in accordance with local legislation. The only obligation is to make the required contributions. Costs are expensed in the period in which they are incurred.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount, being the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the statement of comprehensive income.

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or for the acquisition of a business, are included in the cost of acquisition as part of the purchase consideration.

Dividend distribution to the company's shareholders is recognised as a liability in the group's financial statements in the period in which the dividends are approved by the company's shareholders.

Non-refundable shareholder contribution

The previous shareholding company contributed a non-refundable financial amount before the company was listed on AktieTorget. This amount is free from any security, obligation, or repayment.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Provisions

Provisions are recognised when the Company has a present or constructive obligation as a result of past events, it is more likely that not an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

Cash and cash equivalents

Cash and cash equivalents include cash and deposits held at call banks.

Earnings per share

The group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding at the end of the period.

Notes to the financial statements (continued)**3 Financial risk management*****Financial risk factors***

The company's activities potentially expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The company's overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the company's financial performance. The Board provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The company did not make use of derivative financial instruments to hedge certain risk exposures during the current financial period.

The risk management policies employed by the Company to manage these risks are discussed below:

Market Risk***(i) Foreign exchange risk***

The company's operating revenues, operating expenditure and financing are mainly denominated in euro. Accordingly, the company's exposure to foreign exchange risk is not significant and a sensitivity analysis for foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary.

(ii) Cash flow and fair value interest rate risk

As the company has no significant interest-bearing assets and liabilities, the Company's income and operating cash flows are not dependent of changes in market interest rates.

Based on the above, management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably possible at the end of the reporting period to be immaterial.

Notes to the financial statements (continued)

3 Financial risk management (continued)

Credit risk

Credit risk is managed on group basis, except for credit risk relating to accounts receivable balances. Each local entity is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered.

Credit risk arises from cash and cash equivalents, deposits with banks, as well as credit exposures, including outstanding receivables and committed transactions. The maximum exposure to credit risk at the end of the reporting period in respect of the mentioned financial assets is equivalent to their carrying amount. The company does not hold any collateral as security in this respect. The company banks only with financial institutions with high quality standing or rating.

If online gaming players are independently rated, these ratings are used. If there is no independent rating, risk control assesses the credit quality of the player, taking into account the financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The utilisation of credit limits is regularly monitored. No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by its players.

Liquidity risk

The company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Company's obligation.

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Company's functional currency. The Company is exposed to foreign exchange risk arising from various currency exposures. The Company's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly. In general the company seeks to maintain its financial assets and financial liabilities in each of the foreign currencies at a reasonably comparable level, thereby providing a natural hedge against foreign exchange risk.

Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Notes to the financial statements (continued)

4 Fair value estimation

The fair value of financial instruments traded in active markets, such as publicly traded financial assets at fair value through profit or loss and available-for-sale financial assets is based on quoted market prices as at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. The appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods, such as estimated discounted cash flows and makes assumptions that are based on market conditions existing at the end of the reporting period.

The carrying value less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate available to the Company for similar financial instruments.

5 Critical accounting estimates and judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions are not expected to cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

In the opinion of management, the accounting estimates, judgements and assumptions made in the course of preparing these financial statements are not difficult, subjective, or complex to a degree which would warrant their description as 'critical' in terms of IAS 1 (revised) 'Presentation of Financial Statements'.

6 Revenue

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Casino revenue	4,068,105	-	1,005,832	-

Notes to the financial statements (continued)

7 Employee benefit expense

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Wages and salaries	229,935	-	380,142	-
Malta Social Security costs	14,743	-	6,603	-
Employee Medical Insurances	3,238	-	18,946	-
Employer's premium	-	-	24,815	-
Other employee related expenses	160	-	43,103	-
Employee cost recoveries	(5,233)	-	-	-
	242,843	-	473,609	-

The average number of employees employed by the Group during the year was:

	Group 2015	Company 2015	Group 2014	Company 2014
Management and administration	4	-	4	-
Software development and customer support	2	-	2	-
	6	-	6	-

8 Operating loss

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Operating loss for the financial year is stated after charging:				
Directors' remuneration and other emoluments:				
to the directors of the parent company	90,979	90,979	88,381	88,381
to the directors of the subsidiaries (see sub-note below)	55,787	-	83,271	21,780
Fees payable to the group's auditors:				
for the annual statutory audit	10,010	7,000	9,510	7,000
for other assurance services	6,750	-	7,950	-

CSTA management expenses:

The 2015 charge of EUR 115,512 represents payments made to independent contractors who are freelancers and are based in Peru, where they are the customer support team agents ('CSTA').

Notes to the financial statements (continued)

8 Operating loss (continued)

Remuneration paid to Directors of the subsidiaries

Included herein is the 2015 fees representing the approximate EUR equivalent of USD 44,496.48 paid to Vistra (Curacao) N.V. as representative/administrator of the Sole Director of Starfish Media N.V. - Guardian Corporation Curaçao B.V. G-Force Corporate Services B.V. took over from Vistra (Curacao) N.V. on 25 December 2015 and for this reason during 2015 there were no payments to G-Force Corporate Services B.V. The 2014 fees relate to E-Management Limited whilst still acting as Sole Director of the Starfish Media N.V.

9 Finance (Costs)/Income

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Finance (costs)/income arising as follows:				
Interest paid to banks	-	-	(7,398)	(7,392)
Interest paid to third parties	(9,898)	(9,820)	(7,398)	(7,392)
Bank charges	(4,539)	(428)	(5,606)	(611)
Realised gains and losses on exchange differences	(87,631)	-	(38,805)	(27,118)
	<u>(102,068)</u>	<u>(10,248)</u>	<u>(51,809)</u>	<u>(35,121)</u>
Interest received on banks	344	266	544	290
Interest income bonds	-	-	5	-
	<u>(101,724)</u>	<u>(9,982)</u>	<u>(51,260)</u>	<u>(34,831)</u>

10 Income tax

	2015 EUR	2014 EUR
Current tax:		
Taxation at domestic income tax rates for company profits	-	-

Angler Gaming plc

Angler Gaming plc is tax resident in Malta and is subject to taxation at the rate of 35% based on company taxable profits, except for certain bank interest receivable which is taxed at 15%, withheld at source.

Notes to the financial statements (continued)

10 Income tax (continued)

StarPay Limited

StarPay Limited is tax resident in Malta and is subject to taxation at the rate of 35% for company profits, except for certain bank interest receivable which is taxed at a Final Withholding Tax of 15%.

Delta Services Limited

Delta Services Limited is tax resident in Malta and is subject to taxation at the rate of 35% based on company taxable profits. No provision for Malta Income Tax has been made in its individual financial statements in view that there was no chargeable income.

Starfish Media N.V.

Starfish Media N.V. enjoys incentives available under E-zone legislation in Curaçao that offers tax advantages to e-commerce companies and trading companies with an e-strategy that locate their activities in Curaçao but direct the trading or services towards companies or persons located outside Curaçao.

Profits derived by E-zone companies from sales of goods or services to companies or individuals located in Curaçao may not exceed 25% of the total annual turnover. In general, E-zone companies are taxed at a rate of 2%. However, for profits derived from sales of goods or services to companies or individuals located in Curaçao, up to a maximum of 25% of total turnover, the standard corporate income tax rate of 34.5% applies.

Tax losses may be carried forward to offset taxable profits in the following 10 years.

No provision for statutory domestic income tax has been made in view that the Starfish Media N.V. has no chargeable income.

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the company's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

11 Earnings per share

The basic earnings per share for the group has been calculated on the losses attributable to shareholders as recognised in the consolidated statement of comprehensive income divided by the weighted average number of ordinary shares outstanding during the year. The weighted average number of ordinary shares outstanding during the year amounted to 71,761,575 (2014 : 51,551,368).

There is no significant difference between the basic and diluted earnings per share.

Notes to the financial statements (continued)

12 Investments in subsidiaries

In the separate financial statements shares in subsidiary undertakings are accounted for at cost.

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Cost and net book value				
At 1 January	-	797	-	797
Addition	-	1,200	-	-
At 31 December	-	<u>1,997</u>	-	<u>797</u>

The carrying amount for the investment in controlled entities reflects the value of the investment by the ultimate parent, Angler Gaming PLC. The management are of the opinion that based on future cashflows of the controlled entities, the value in use is equal or exceeds the carrying amount in the financial statements as at 31 December 2015. To this end no impairment provision on the value of investment in the controlled entities is included in these financial statements

The group financial statements consolidate the results and position of the following subsidiary undertakings which all have same year ends with that of the holding company:

	Country of Incorporation	Class of Shares held	Proportion ownership interest
2015 and 2014			
Starfish Media N.V. (Curaçao Co. Reg. No. 125528)	Curaçao	Ordinary	100%
StarPay Limited (Malta Co. Reg. No. C56562)	Malta	Ordinary	100%
Addition in 2015			
Delta Services Limited (Malta Co. Reg. No. C69559)	Malta	Ordinary	100%

The registered office of the subsidiary undertakings is:-

Starfish Media N.V. :	Emancipatie Boulevard 29, Curaçao.
StarPay Limited :	Office 1 / 3327, Level G, Quantum House, 75 Abate Rigord Street, Ta' Xbiex, Malta – EU
Delta Services Limited	Office 1 / 3327, Level G, Quantum House, 75 Abate Rigord Street, Ta' Xbiex, Malta - EU

Notes to the financial statements (continued)

13 Intangible assets

Details of intangible assets (which mainly consist of software) and their carrying amount are as follows:

	Group & Company Software EUR
Gross carrying amount	
At 1 January 2014	709,443
Additions, separately acquired	82,090
Amelioration, internally developed	-
Amelioration, own labour capitalised	-
At 31 December 2014	<u>791,533</u>
Amortisation and impairment	
At 1 January 2014	(190,781)
Amortisation	(120,520)
Impairment losses	-
At 31 December 2014	<u>(311,301)</u>
Carrying amount at 31 December 2014	<u>480,232</u>
Gross carrying amount	
At 1 January 2015	791,533
Additions, separately acquired	-
Amelioration, internally developed	-
Amelioration, own labour capitalised	-
At 31 December 2015	<u>791,533</u>
Amortisation and impairment	
At 1 January 2015	(311,301)
Amortisation	(131,922)
Impairment losses	-
At 31 December 2015	<u>(443,223)</u>
Carrying amount at 31 December 2015	<u>348,310</u>

Notes to the financial statements (continued)

14 Property, plant and equipment

Details of property, plant and equipment, which mainly consist of computer technical equipment, server, switches and IT storage devices, and their carrying amount are as follows:

	Group EUR	Company EUR
Gross carrying amount		
At 1 January 2014	136,811	950
Additions	932	932
At 31 December 2014	137,743	1,882
Depreciation and impairment		
At 1 January 2014	(65,137)	(87)
Depreciation	(45,615)	(328)
Impairment losses	-	-
At 31 December 2014	(110,752)	(415)
Carrying amount at 31 December 2014	26,991	1,467
Gross carrying amount		
At 1 January 2015	137,743	1,882
Additions	-	-
At 31 December 2015	137,743	1,882
Depreciation and impairment		
At 1 January 2015	(110,752)	(415)
Depreciation	(25,852)	(328)
Impairment losses	-	-
At 31 December 2015	(136,604)	(743)
Carrying amount at 31 December 2015	1,139	1,139

Notes to the financial statements (continued)

15 Trade and other receivables

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Trade receivables	-	-	98,641	-
Receivable from payment processors	1,015,838	-	319,988	-
Office rent deposit recoverable	1,400	1,400	1,400	1,400
Security deposit	8,386	-	8,386	-
Other receivables	2,615	-	2,615	-
Prepayments	17,112	7,818	60	60
Intra-group amount - Starfish Media NV.	-	2,303,700	-	2,683,645
Intra-group amount - StarPay Limited	-	694,934	-	36,261
Intra-group amount - Delta Services Limited	-	3,516	-	-
At 31 December	1,045,351	3,011,368	431,090	2,721,366

Included in the receivable from payment processors 2015 balance are receivables with a carrying amount of EUR 209,111 which are past due at the end of the reporting period for which the group has not recognised an allowance for doubtful receivables as the Directors consider that there has not been a significant change in credit quality and the amounts are still considered recoverable. If events or circumstances change, the carrying amount may not be fully recoverable. In addition, a further EUR 200,479 was in the process of receipt and clearance between the Group and the payment processors. The Group does not hold any collateral over any of these balances.

Intra-group balances are unsecured, bear no interest and have no fixed date of repayment. No expense has been recognised in these financial statements for bad or doubtful debts in respect of amounts due from the related parties.

16 Cash and cash equivalents

Cash and cash equivalents included in the statement of cash flows comprise the following statement of financial position amounts:

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Term deposits	-	-	-	-
Bank balances	809,088	272,936	189,028	88,686
At 31 December	809,088	272,936	189,028	88,686

Notes to the financial statements (continued)

17 Share capital

	Number of Ordinary Shares	Total Shares EUR
Authorised		
Ordinary shares of EUR 0.01 each as at 31 December 2013	42,214,957	422,150
8 April 2014 increase in Ordinary shares of EUR 0.01 each	22,283,613	222,836
23 September 2014 increase in Ordinary shares of EUR 0.01 each	12,000,000	120,000
Ordinary shares of EUR 0.01 each as at 31 December 2014 and 31 December 2015	76,498,570	764,986
	Number of Ordinary Shares	Total Shares EUR
Issued and fully paid up		
on 8 February 2012	4,660,000	46,600
on 17 April 2012	37,336,983	373,370
on 22 June 2012	217,974	2,180
Ordinary shares of EUR 0.01 each, as at 31 December 2013	42,214,957	422,150
Issued and fully paid up		
on 21 May 2014	13,539,982	135,399
on 6 June 2014	531,670	5,317
on 9 September 2014	1,176,135	11,761
on 15 December 2014	8,208,963	82,090
Ordinary shares of EUR 0.01 each, as at 31 December 2014	65,671,707	656,717
Issued and fully paid up		
on 28 January 2015	6,160,648	61,606
on 12 June 2015	692,640	6,926
on 1 December 2015 – share options exercised	225,000	2,250
Ordinary shares of EUR 0.01 each, as at 31 December 2015	72,749,995	727,499

Notes to the financial statements (continued)

17 Share capital (continued)

Share Option Scheme

In line with the authorisation of the shareholders granted at an extraordinary general meeting held on 23 September 2014, the company put in place the share option scheme and offered share options to those persons engaged with Angler Gaming plc ('the Company') and its controlled entities ('the Group') who make valuable contributions to the business of the Group. The maximum number of shares that can be issued under the share option scheme is 1,410,000 shares and all options have been allocated.

The share options offered over ordinary shares, were as follows:

	Number of issued ordinary shares of EUR 0.01 each
David Michael Gray (Chairman – Director)	225,000
Michael Daniel Bennett (Chief Executive Officer – Director)	450,000

In each case, the options are exercisable in three equal tranches, first tranche was exercised in 2015, second tranche is exercisable during 2016, and third tranche's exercise period ends in November 2017.

	Number of issued ordinary shares of EUR 0.01 each
Head of Operations	300,000
Legal Counsel	300,000
Head of Marketing	90,000
Head of Technology	45,000

In each case, the options are exercisable in three equal tranches, first tranche's exercise period starts in January 2016, second tranche is exercisable during 2017, and the exercise period of the third tranche ends in March 2018.

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche, 1.59SEK for the second tranche and 1.84SEK for the third tranche.

Notes to the financial statements (continued)

17 Share capital (continued)

Share Options exercised during 2015

	Number of issued ordinary shares of EUR 0.01 each
David Michael Gray (Chairman – Director)	75,000
Michael Daniel Bennett (Chief Executive Officer – Director)	150,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche.

Share Options exercisable outstanding at end of the year

	Number of unissued ordinary shares of EUR 0.01 each under options held by year exercisable		
	2016	2017	2018
<i>2nd & 3rd tranche</i>			
David Michael Gray	75,000	75,000	-
Michael Daniel Bennett	150,000	150,000	-
<i>1st, 2nd & 3rd tranche</i>			
Head of Operations	100,000	100,000	100,000
Legal Counsel	100,000	100,000	100,000
Head of Marketing	30,000	30,000	30,000
Head of Technology	15,000	15,000	15,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche, 1.59SEK for the second tranche and 1.84SEK for the third tranche.

Share Options allotted in March 2016

	Number of issued ordinary shares of EUR 0.01 each
Head of Operations	100,000
Legal Counsel	100,000
Head of Marketing	30,000
Head of Technology	15,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche.

Notes to the financial statements (continued)

18 Share premium

	Number of Ordinary Shares	Share Premium EUR
Share Premium arising on Ordinary shares of EUR 0.01 each issued in the year		
on 21 May 2014	13,539,982	989,366
on 6 June 2014	531,670	38,849
on 9 September 2014	1,176,135	84,200
on 15 December 2014	8,208,963	-
	<hr/> 23,456,750	1,112,415
<i>Less:</i>		
Write off of the expenses of, and the commission paid on, issue of shares of the company	-	(164,982)
	<hr/> 23,456,750	947,433
Share Premium arising on Ordinary shares of EUR 0.01 each issued in the year		
on 28 January 2015	6,160,648	600,047
on 12 June 2015	692,640	67,879
on 1 December 2015 – share options exercised	225,000	29,250
	<hr/> 30,535,038	1,644,609
<i>Less:</i>		
Write off of the expenses of, and the commission paid on, issue of shares of the company	-	(35,964)
	<hr/> 30,535,038	1,608,645

19 Non-refundable shareholder contribution

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Cash funding	2,080,030	2,080,030	2,080,030	2,080,030
Software	600,000	-	600,000	-
	<hr/> 2,680,030	2,080,030	2,680,030	2,080,030
As at 31 December				

Non-refundable financial assistance where there is no obligation for repayment, arising through a shareholder cash contribution made by Betsson AB as the sole holder of shares in Angler Gaming plc in 2012, prior to Betsson AB's distribution of its shares in Angler Gaming plc to Betsson AB's shareholders in July 2012.

Notes to the financial statements (continued)

20 Trade and other payables

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Trade payables	829,083	93	288,785	93
Other liabilities	21,527	-	20,249	114
Accruals	151,882	13,972	26,006	8,260
	1,002,492	14,065	335,040	8,467

21 Related party transactions

The holding company is the parent company of the undertakings described in Note 12. Transactions between the holding company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Company

Transactions between the parent company and other group entities during the year ended 31 December 2015 comprise mainly of loans advanced for working capital requirements.

	Company	Company
	2015	2014
	EUR	EUR
Intra-group amount due from Starfish Media N.V.	2,303,700	2,683,645
Intra-group amount due from StarPay Limited	694,934	36,261
Intra-group amount due from Delta Services Limited	3,516	-
At 31 December	3,002,150	2,719,906

Intra-group balances are unsecured, bear no interest and have no fixed date of repayment. No guarantees were given or received. No expense has been recognised in the year for bad or doubtful debts in respect of amounts due by related parties.

Notes to the financial statements (continued)

21 Related party transactions (continued)

Directors, Company Secretary and other key management

The total compensation to those classified as key management, being those having authority and responsibility for planning, directing and controlling the activities of the Group, including the executive and non-executive directors and like officers is as follows:

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Directors' remuneration and other emoluments				
• to the directors of the parent company	90,979	90,979	88,381	88,381
• to the directors of the subsidiaries including for company management and administration services (see sub-note below)	55,787	-	83,271	21,780
• to the directors of the subsidiaries for Gaming licence	-	-	7,059	-
Company Secretary remuneration and other fees for services	22,370	22,370	77,119	76,623

Remuneration paid to Directors of the of the subsidiaries

Included herein is the 2015 fees representing the approximate EUR equivalent of USD 44,496 paid to Vistra (Curacao) N.V. as representative/administrator of the Sole Director of Starfish Media N.V. - Guardian Corporation Curaçao B.V. G-Force Corporate Services B.V. took over from Vistra (Curacao) N.V. on 25 December 2015 and for this reason during 2015 there were no payments to G-Force Corporate Services B.V. The 2014 fees relate to E-Management Limited whilst still acting as Sole Director of the Starfish Media N.V.

Share Options exercised during 2015

	Number of issued ordinary shares of EUR 0.01 each
David Michael Gray (Chairman – Director)	75,000
Michael Daniel Bennett (Chief Executive Officer – Director)	150,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche.

Notes to the financial statements (continued)

21 Related party transactions (continued)

Share Options allotted in March 2016

	Number of issued ordinary shares of EUR 0.01 each
Head of Operations	100,000
Legal Counsel	100,000
Head of Marketing	30,000
Head of Technology	15,000

The strike price for each and every option holder has been fixed at 1.31SEK for the first tranche.

22 Reclassification of prior year comparative figures

Certain prior year comparatives have been reclassified to conform to the current year's presentation.

23 Commitments

The parent company and other group entities is committed to carry out various actions within the framework of its planned development efforts. While it is not practicable to precisely quantify the potential liabilities under these various actions, the Group is satisfied that it has made reasonable provision in the financial statements for the likely outcomes of these actions where material. In the normal course of operations the Group seeks to comply with all applicable laws and regulations but may be subject to regulatory actions and interventions across its markets, the outcome of which are generally difficult to predict. Though the outcome is uncertain, management believes such eventualities would not materially affect the financial position of the Group and no provision has been made in the financial statements.

24 Ultimate controlling party

The directors consider that the Group is jointly controlled by the directors by virtue of their ability to act in concert in respect of the operational and financial policies of the company and that there is no ultimate controlling party. No individual has an ultimate controlling interest in the Company.

Supplementary attachments

The following pages do not form part of the statutory financial statements

Detailed Consolidated Statement of Comprehensive Income

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Casino revenue	4,068,105	-	1,005,832	-
Total Revenue	4,068,105	-	1,005,832	-
Direct Costs				
Payment processing fees	(604,410)	-	(187,329)	-
Software Licence	(74,744)	-	(45,202)	-
Affiliate expenses	(763,282)	-	(142,039)	-
Royalties expenses	(1,511,752)	-	(310,410)	-
Total Direct Costs	(2,954,188)	-	(684,980)	-
Direct Wages Costs				
Wages and Salaries	(229,935)	-	(380,142)	-
Employee Medical Insurances	(3,238)	-	(18,946)	-
Malta Social Security	(14,743)	-	(6,603)	-
Recruitment expenses	-	-	(83)	-
Employer's premium	-	-	(24,815)	-
Employee expense allowance	-	-	(23,893)	-
Other personnel expenses	(160)	-	(19,127)	-
Employee cost recoveries	5,233	-	-	-
Total Direct Wages Costs	(242,843)	-	(473,609)	-
CSTA management expenses				
CSTA management expenses	(115,512)	-	-	-
Total Management Expenses	(115,512)	-	-	-
Administrative Expenses				
Incorporation expenses	(2,360)	-	-	-
Management expenses	-	-	(56,013)	-
Directors' fees	(105,018)	(89,057)	(110,161)	(110,161)
Malta Social Security	(3,282)	(1,922)	-	-
Directors' Medical Insurances	(4,172)	(4,172)	-	1,238
Company Secretary fees	-	-	(7,425)	(6,540)
Registered Agent fees	-	-	-	-
Registered Offices fees	-	-	(590)	-
Annual statutory audit	(10,010)	(7,000)	(9,510)	(7,000)
Annual statutory audit – prior year	-	-	-	-
Other assurance services	(6,750)	-	(7,950)	-
Professional fees	(403,303)	(114,069)	(85,866)	(54,861)
Legal fees	(2,370)	(2,370)	(77,119)	(76,623)
Consultancy fees	-	-	-	-
Memberships and contributions	(2,000)	(2,000)	-	-
Total Administrative Expense	(539,265)	(220,590)	(354,634)	(253,947)

Detailed Consolidated Statement of Comprehensive Income (cont.)

	Group 2015 EUR	Company 2015 EUR	Group 2014 EUR	Company 2014 EUR
Marketing and Sales Expenses				
Courses, seminars and presentations	-	-	(2,743)	(2,743)
Marketing expenses	(208,748)	(6,431)	(143,702)	(15,334)
Web services	-	-	(1,409)	(1,375)
Support services	-	-	(28,308)	-
Jackpot expenses	-	-	(23,000)	-
Listing expenses	(23,637)	(23,637)	(63,733)	(63,733)
Representation and entertainment	-	-	(283)	(217)
Other travel expenses	-	-	(9,953)	(6,709)
Commissions	-	-	-	-
Total Marketing and Sales Expense	(232,385)	(30,068)	(273,131)	(90,111)
Office Expenses				
MFSA fees and penalties	(85)	-	(583)	(365)
Donations	-	-	-	-
Office rent	-	-	(18,214)	(7,200)
Office insurances	-	-	(255)	(255)
Office utilities	-	-	-	-
Office telephone, fax and internet	(918)	(240)	(9,351)	(879)
Office stationary expenses	-	-	(206)	-
Office maintenance and repairs	-	-	-	-
Office ICT expenses and maintenance	(3,887)	-	(253)	(253)
Office consumption and cleaning	(2,491)	-	(839)	-
Courier and postage expenses	-	-	(100)	-
Other office expenses	(583)	-	(376)	-
Other administrative expenses	(13,146)	(1,260)	(3,251)	(1,292)
Other general operating expenses	(4,340)	-	-	-
Other vehicle expenses	-	-	-	-
Total Office Expenses	(25,450)	(1,500)	(33,428)	(10,244)
ICT & Hosting Expenses				
Hosting expenses	-	-	(41,434)	(141)
ICT expenses	(21,863)	-	(18,232)	-
Total ICT & Hosting Expenses	(21,863)	-	(59,666)	(141)
Depreciation/amortisation				
Depreciation - equipment	(25,757)	(233)	(45,520)	(233)
Depreciation – furniture & fittings	(95)	(95)	(95)	(95)
Amortisation - software	(131,922)	-	(120,520)	-
	(157,774)	(328)	(166,135)	(328)

Detailed Consolidated Statement of Comprehensive Income (cont.)

	Group	Company	Group	Company
	2015	2015	2014	2014
	EUR	EUR	EUR	EUR
Non-operating Income/(Expenses)				
Financial Income				
Interest received on banks	344	266	544	290
Interest income bonds	-	-	5	-
Financial Expenses				
Bank charges	(4,539)	(428)	(5,606)	(611)
Interest paid to third parties	(9,898)	(9,820)		
Interest paid	-	-	(7,398)	(7,392)
Realized gain and losses on exchange differences				
Realized and unrealized gain and losses on exchange differences	(87,631)	-	(38,805)	(27,118)
Total Non-operating Expenses	(101,724)	(9,982)	(51,260)	(34,831)
Total Expenses	(4,391,004)	(262,468)	(2,096,843)	(389,602)
Loss for the Year	(322,899)	(262,468)	(1,091,011)	(389,602)